FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

VITAL RESOURCES CORP. (herein referred to as "Vital" or the "Corporation")
3005, 412 - 7th Avenue SW
Calgary, AB T2P 4K9

Item 2. Date of Material Change

October 16, 2007

Item 3. News Release

A press release was disseminated on October 16, 2007 via CNW.

Item 4. Summary of Material Change

Vital has completed a private placement of common shares for gross proceeds of $222,250.

Item 5. Full Description of Material Change

Vital has closed a private placement for gross proceeds of $222,250. Vital issued 4,445,000 common shares at a price of $0.05 per common share. All securities issued in connection with this private placement are subject to a four month hold period that expires on February 17, 2008. The proceeds of the private placement will be used to fund Vital's capital commitments and for general corporate purposes.

David Robinson, Chairman of the board of Vital and D.R.R. Capital Corporation, a company controlled by David Robinson, subscribed for 400,000 common shares and 500,000 common shares respectively. Vital has determined that an exemption from the valuation and minority approval requirements of the Ontario Securities Commission Rule 61-501 is available as the common shares offered pursuant to the private placement and the consideration received by Vital from the insiders and related parties does not exceed $2,500,000.

After giving effect to the private placement, Vital has 37,258,600 common shares issued and outstanding.

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not Applicable

Item 7. Omitted Information

Not Applicable

Item 8. Executive Officer

The name and business number of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Michael Whitehead, Chief Executive Officer of the Corporation at the above mentioned address or at (403) 669-1645

Item 9. Date of Report

October 16, 2007