

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

December 5, 2007

Item 3. News Release

A press release was disseminated on December 5, 2007 via CNW Group.

Item 4. Summary of Material Change

Vital has completed a private placement of common shares for gross proceeds of \$151,000.

Item 5. Full Description of Material Change

Vital Resources Corp. announced that it has closed a private placement for gross proceeds of \$151,000. Vital issued 1,887,500 common shares at a price of \$0.08 per common share. All securities issued in connection with this private placement are subject to a four month hold period that expires on April 6, 2008. The proceeds of the private placement will be used to fund Vital's capital commitments and for general corporate purposes.

After giving effect to the private placement, Vital has 41,665,960 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) 668-1645

Item 9. Date of Report

December 5, 2007