

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

Regent Pacific Properties Inc.
3228 Parsons Road NW
Edmonton, Alberta T6N 1M2

ITEM 2 Date of Material Change

July 16, 2008

ITEM 3 News Release

A News Release dated July 16, 2008 was issued and disseminated on July 16, 2008 through the services of Marketwire and filed that same date on SEDAR.

ITEM 4 Summary of Material Change

Regent Pacific Properties Inc. (“Regent”) announced the completion of its initial public offering pursuant to a CPC prospectus and listing of its common shares.

ITEM 5 Full Description of Material Change

Regent, a capital pool company, is pleased to announce that it has completed its initial public offering of securities pursuant to a prospectus dated April 23, 2008. Regent received gross proceeds of \$300,000 for the offering of 1,500,000 common shares at \$0.20 per common share. The offering was carried out through Northern Securities Inc. which was paid a 10% commission, a corporate finance fee, reimbursed for its expenses, and granted a non-transferable option to purchase 150,000 common shares at \$0.20 per common share which option may be exercised for a period of 24 months from the date the common shares are listed on the TSX Venture Exchange.

Regent intends to use the net proceeds of this offering to identify and to evaluate potential assets or businesses with a view to completing a qualifying transaction.

As a result of the closing, Regent now has 2,800,000 common shares issued and outstanding with 150,000 common shares reserved for the agent's options and 280,000 common shares reserved for directors and officers incentive stock options.

Regent’s board of directors consists of Eddie W.W. Yu, Edward (Ted) Power, David Yu, and David Tam.

The common shares of Regent will be listed on the TSX Venture Exchange as at July 17, 2008, under the trading symbol “RPP.P” as set out in the TSX Venture Exchange Bulletin dated July 16, 2008.

ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

None

ITEM 7 Omitted Information

Not Applicable

ITEM 8 Executive Officer

Eddie W.W. Yu
Chief Executive Officer
Tel: (780) 424-9898

ITEM 9 Date of Report

July 16, 2008