

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Probe Resources Ltd.
Suite 730 – 1111 West Hastings Street
Vancouver, British Columbia V6E 2J3

Item 2. Date of Material Change

February 14, 2008

Item 3. News Release

News Release dated February 15, 2008 was filed on SEDAR and disseminated via Stockwatch on February 15, 2008.

Item 4. Summary of Material Change

Probe Resources Ltd. (the “Company”) has completed a private placement of 275,000 units at \$0.60 per unit for gross proceeds of \$165,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company has closed a private placement of 275,000 units (“Unit”) at \$0.60 per Unit for gross proceeds of \$165,000. Each Unit consists of one common share of the Company (“Share”) and one non-transferable share purchase warrant (“Warrant”). Each Warrant will entitle the holder thereof to purchase one additional Share at a price of \$0.70 per Share up to and including February 14, 2009.

All Shares issued pursuant to this private placement together with any Shares issuable on the exercise of the Warrants have a hold period expiring June 15, 2008. The proceeds of the financing will be used solely for settlement of debt obligations.

5.2 Disclosure for Restructuring Transactions

Not Applicable

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

Not applicable

Item 7. Omitted Information

None

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and the Report and may be contacted:

Bruce Ganer, Director, Telephone (604) 638-1255

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 15th day of February, 2008.