

**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**

March 26, 2008

**Item 3. News Release**

News Release dated March 27, 2008 was filed on SEDAR and disseminated via Stockwatch and Market News on March 28, 2008.

**Item 4. Summary of Material Change**

Probe Resources Ltd. announced the election and appointment of directors and the appointment of officers.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

President and Chief Executive Officer of **Probe Resources Ltd.** (“**Probe**” or the “**Company**”), **L. Scott Broussard**, announced that **L. Scott Broussard**, **Bradley Culver**, **Bruce L. Ganer**, and **Desmond Balakrishnan** were elected directors of the Company at the adjourned and reconvened annual and special meeting of shareholders of the Company held on March 26, 2008. In addition, **Kent Couillard** has been appointed a director of the Company and Chairman of board of directors.

Mr. Broussard also announced the following management appointments to reflect the Company’s continued focus on growing its US based oil and gas operations:

**Paul A. Diven** was appointed Chief Financial Officer. In this role, he will be responsible for leading the Company’s finance organization and representing Probe to investors and lenders. Mr. Diven has 33 years public accounting experience. Prior to joining Probe, Mr. Diven was Controller with a wholly owned subsidiary of a major Japanese oil and gas exploration and development company operating in the Gulf of Mexico. Prior to this, he was a controller of several public oil and gas companies in the United States. Mr. Diven received his Bachelors degree from Michigan State University and is a Certified Public Accountant in Texas.

**Kent Couillard** was appointed Chairman of the Board. He will be responsible for leading the Board of Directors of the Company. Mr. Couillard is a corporate finance consultant and advises a number of reporting issuers. Prior to this, Mr. Couillard was a licenced broker with Yorkton Securities Inc. (now Blackmont Capital Inc.) in Calgary. He serves on the board of several public companies, including several natural resources development companies.

**Morgan Tincher** was appointed Vice-President Finance. In this role, he will be the primary liaison among the Company's operating subsidiaries and will be responsible for managing the Company's corporate finance activities, including its capital structure alternatives and analysis, corporate business planning, financial analysis and investor relations activities. He will also oversee the Company's compliance and regulatory matters. Mr. Tincher has 14 years of corporate finance and development experience in the natural resources, technology and entertainment industries. He is a director of two privately held junior energy companies. Mr. Tincher has resigned as Acting CFO of the Company. He will also continue as Corporate Secretary.

**Bruce Ganer** has resigned as Acting President and Executive Vice President of Business Development and will continue with the Company as a director and a consultant.

## **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:

L. Scott Broussard, President and Chief Executive Officer, telephone: (281) 362-2843

### **Item 9. Date of Report**

DATED at Vancouver, British Columbia, this 28th day of March, 2008.