

**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**

June 6, 2008

**Item 3. News Release**

News Release dated June 6, 2008 was filed on SEDAR and disseminated via Marketwire on June 6, 2008.

**Item 4. Summary of Material Change**

Probe Resources Ltd. (the “Company”) has completed the second and final tranche closing of the non-brokered private placement.

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

**5.1 Full Description of Material Change**

The Company has completed the second and final tranche closing of the non-brokered private placement, closing on the full \$6.4 million announced on May 22, 2008 and further to the first tranche closing announced on June 5, 2008.

Proceeds from the placement have been utilized to acquire certain oil and gas concessions in the US Gulf of Mexico and for general working capital purposes.

**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:

Morgan Tincher, VP Finance and Corporate Secretary, telephone: (604) 638-1255

**Item 9. Date of Report**

DATED at Vancouver, British Columbia, this 9<sup>th</sup> day of June, 2008.