

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 5, 2008

Item 3. **News Release**

News Release dated June 5, 2008 was filed on SEDAR and disseminated via Stockwatch and Market News on June 5, 2008.

Item 4. **Summary of Material Change**

Probe Resources Ltd. (the “Company”) has completed the initial 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 initial closing of the non-brokered private placement, closing on \$5.9 million of the \$6.4 million announced on May 22, 2008. The balance is anticipated to be closed shortly, following receipt of final documentation.

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

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 9th day of June, 2008.