

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 30, 2008

Item 3. News Release

News Release dated July 2, 2008 was filed on SEDAR and disseminated via Marketwire on July 2, 2008.

Item 4. Summary of Material Change

Probe Resources Ltd. (the “Company”) has closed the brokered private placement consisting of 54,720,000 units for gross proceeds of \$27,360,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company has closed the brokered private placement (the “Offering”) consisting of 54,720,000 units (the “Units”) at a price of \$0.50 per Unit, for gross proceeds of \$27,360,000. Each Unit consists of one common share of the Company (each a “Share”) and one transferable share purchase warrant (the “Warrants”). Each Warrant entitles the holder thereof to purchase one additional Share for a one-year period expiring on June 30, 2009 at an exercise price of \$0.75 per Share. Canaccord Capital Corporation and Becher McMahon Capital Markets Inc. (the “Agents”) acted as co-lead agents for the Offering. The Offering was closed in escrow on June 30, 2008, pending the delivery by the Company to the Agents of the certificates representing the Shares.

The Agents received a cash commission of \$1,726,400 representing 6.5% of the gross proceeds raised in the Offering (excluding proceeds raised from the sale of Units in the United States) and a total of 2,656,000 non-transferable compensation options (each an “Agents’ Option”) representing 5% of the Units sold in the Offering. Each Agents’ Option entitles the holder thereof to purchase one Share for a one-year period expiring on June 30, 2009 at an exercise price of \$0.50 per Share. The Agents also received a corporate finance fee of \$52,000.

Pursuant to the terms of the Offering, the Agents have the right until July 15, 2008, to offer an additional 21,280,000 Units in order to have the Offering fully subscribed.

All Shares issued pursuant to the Offering and all Shares issued in connection with the exercise of the Warrants and the Agents' Options will be subject to a four month hold period expiring on October 31, 2008, in accordance with the policies of the TSX Venture Exchange and applicable securities laws.

The net proceeds from the Offering will be used by the Company to complete the acquisition of licences in certain oil and natural gas leases in the U.S. Gulf of Mexico, to fund exploration and development costs of three wells associated with such licences (the "Wells"), and for general working capital. The Company has secured three drill rigs for the Wells and expects drilling of the Wells to commence next month.

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:

Scott Broussard, President, Chief Executive Officer, and Chairman of the Board
Telephone: (281) 210-1170

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 2nd day of July, 2008.