

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Alpetro Resources Ltd.
2240, 444 – 5th Avenue S.W.
Calgary, Alberta
T2P 2T8

Item 2 Date of Material Change

June 4, 2008

Item 3 News Release

A news release relating to the material change described herein was released by Marketwire on June 5, 2008

Item 4 Summary of Material Change

Alpetro Resources Ltd. announces that at its Annual General Meeting of Shareholders held on June 4, 2008, Nazrul Islam, Robin Chan and Vincent Murphy were re-appointed directors of Alpetro and that James Phillips was appointed as a director replacing David Kiddle.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Alpetro Resources Ltd. announces that at its Annual General Meeting of Shareholders held on June 4, 2008, Nazrul Islam, Robin Chan and Vincent Murphy were re-appointed directors of Alpetro and that James Phillips was appointed as a director replacing David Kiddle. Mr. Phillips is an independent petroleum engineer with over 30 years of experience in the petroleum industry and had previously served on Alpetro's board of directors from 2002 to 2003. Alpetro considers that Mr. Phillips' expertise will be of particular benefit to Alpetro with respect to operational matters. Mr. Kiddle will continue to provide land consultation services to Alpetro.

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

Not applicable.

Item 8 Executive Officer

The name of an Executive Officer of Alpetro Resources Ltd. who is knowledgeable about the material change and who can be contacted is:

Nazrul Islam
Chief Executive Officer
Telephone: (403) 234-9006

Item 9 Date of Report

June 10, 2008