

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Probe Resources Ltd. (the “Company”)
730 – 1111 West Hastings Street
Vancouver, British Columbia V6E 2J3

Item 2. Date of Material Change

June 30, 2008.

Item 3. News Releases

News Releases dated June 6, 2008 and July 2, 2008 were filed on SEDAR and disseminated via Marketwire on each of those dates.

Item 4. Summary of Material Change

The Company completed an acquisition for certain oil and gas interests in the Gulf of Mexico.

Item 5. Full Description of Material Change

Pursuant to a Participation and Sale Agreement and Conveyance, dated June 4, 2008 and made retroactive to April 1, 2008, with Cutter Energy, LLC (“Cutter”), the Company and its wholly-owned subsidiary, Probe Resources US Ltd. jointly acquired a 25% working interest in six US federal oil and gas leases, namely: (1) East Cameron Block 36 OCS-G 24791; (2) East Cameron Block 37 OCS-G 25933; (3) East Cameron Block 246 OCS-G 24805; (4) South Timbalier Block 214 OCS-G 24979; (5) Brazos Block 434 OCS-G 26458; and (6) Vermilion Block 20 OCS-G 31329 (the “Leases”).

The acquisition was subject to certain conditions and upon satisfaction of those conditions, the transaction for the acquisition of the Leases completed on June 30, 2008.

The Company paid Cutter cash consideration of US\$829,593 and issued to Cutter 2 million common shares in the capital of the Company with a deemed price of \$0.50 per share. In addition, the Company will issue to Cutter up to 2 million common shares in the capital of the Company in three instalments, each such issuance being subject to the completion of a producing well by June 26, 2010 within one or more of the Leases.

The Company expects that this acquisition will have a positive impact on the Company by further strengthening its growth potential by adding six additional Outer Continental Shelf leases within the Gulf of Mexico to its portfolio of oil and gas lease holdings.

A description of the Leases and other oil and gas information is set out in the NI 51-101 Report dated April 25, 2008 and filed on SEDAR at www.sedar.com.

The NI 51-101 Report referenced herein is specifically incorporated by reference into this Material Change Report.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No material information was omitted from this Material Change Report.

Item 8. Executive Officers

Paul Diven, Chief Financial Officer of the Company, is knowledgeable about the acquisition and this Material Change Report and may be contacted at (281) 210-1178.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 12th day of September, 2008.