

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

May 19, 2009

Item 3. News Releases

News Release dated May 26, 2009 was filed on SEDAR and disseminated via Marketwire.

Item 4. Summary of Material Change

Michael Bowie and David Antony resigned as directors of the Company.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Effective as of May 19, 2009, directors Michael Bowie and David Antony resigned from the Company to pursue other opportunities.

5.2 Disclosure for Restructuring Transactions

Not Applicable

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 this Material Change Report and may be contacted at (281) 210-1178.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 8th day of June, 2009.