

Form 51-102F3
Material Change Report

PART 1 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

Strategic Oil & Gas Ltd.
2F, 1260 Hornby Street
Vancouver, BC
V6Z 1W2

Item 2 Date of Material Change

State the date of the material change.

May 13, 2005

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

May 13, 2005 - Stockwatch

Item 4 Summary of Material Change

Strategic Oil & Gas Ltd. (the "Company") announced that it has appointed Rooky Driver as Corporate Secretary, subject to regulatory approval.

The drilling of the two earning wells of the Company's north-eastern Alberta gas play has been completed. The results are being evaluated, but the 2 wells are being abandoned as uneconomic. The two earning wells form part of a farmout agreement with two private Calgary based oil and gas companies. Pursuant to the farmout agreement, the Company has now earned an undivided one third interest in 15 sections of land.

The Company is currently in advanced negotiations on 2 possible transactions involving oil and gas opportunities in Alberta with 2 other private companies.

Item 5 Full Description of Material Change

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The drilling of the two earning wells of the Company's north-eastern Alberta gas play has been completed. The results are being evaluated, but the 2 wells are being abandoned as uneconomic. The two earning wells form part of a farmout agreement with two private Calgary based oil and gas companies. Pursuant to the farmout agreement, the Company has now earned an undivided one third interest in 15 sections of land.

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Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

N/A

INSTRUCTION

Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

None.

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Arn Schoch
(604)682-4984

Item 9 Date of Report

May 18, 2005.