

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

1. Name and Address of Company:

Strategic Oil & Gas Ltd. ("Strategic")
1145 West 7th Avenue
Vancouver, BC Canada V6H 1B5

2. Date of Material Change:

October 22, 2008

3. News Release:

A press release reporting the material change was issued on October 22, 2008 via Stockwatch.

4. Summary of Material Change:

The Corporation announced that at its annual meeting held on October 20, 2008, John Harkins, of Houston, Texas, and Simon Hatfield of Calgary, Alberta have, subject to regulatory approval, joined the existing board of directors of the Company.

5. Full Description of Material Change:

The Corporation announced that at its annual meeting held on October 20, 2008, John Harkins, of Houston, Texas, and Simon Hatfield of Calgary, Alberta have, subject to regulatory approval, joined the existing board of directors of the Company.

John W. Harkins, who holds a chemical engineering degree, is currently an independent businessman with over 30 years of diverse international energy experience.

M. Simon Hatfield is currently a director and the president of WesternZagros Resources Ltd., a TSX Venture listed company with oil and gas interests in Iraq.

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

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

For further information, please contact:

Arn Schoch, President (604)685-1349.

9. Date of Report:

October 23 , 2008.