FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company:

Strategic Oil & Gas Ltd. ("**Strategic**")
1800, 510 5th Street SW
Calgary, Alberta
T2P 3S2

2. Date of Material Change:

July 13, 2010

3. News Release:

A press release reporting the material change was issued on July 13, 2010 via Marketwire.

4. Summary of Material Change:

The Corporation Drills Two Successful Oil Wells at Maxhamish, NE BC

Update of operations at Maxhamish, in northeast British Columbia:

The Maxhamish Farmout Agreement ("Farmout Agreement") announced previously covers over 50,000 contiguous acres of light oil resources play prospective land in northeast British Columbia. The Farmout Agreement provides for the Company to earn, on a rolling option basis, a 38.5% before payout (25% after payout) working interest in the lands. The Maxhamish area is prospective for 40 ° API light sweet oil from the Chinkeh formation found at a depth of 1,600 metres.

5. Full Description of Material Changes:

<u>**Maxhamish**</u>

Farmout Agreement

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Well Results

Strategic participated in two horizontal oil wells which were drilled and multi stage fracture stimulated (a-C18-J-D94-O-11 and a-49-J-D94-O-11) and worked over three of the existing vertical wells in the area. The drilling and workover program has earned Strategic a 25.0 percent (after payout) working interest in approximately 13 sections of land.

Both wells drilled penetrated the Chinkeh sand at a depth of 1,600 metres and were drilled horizontally for approximately 1,350 metres. The drilling program was successful in keeping the drill bit within the Chinkeh formation for the entire length of the horizontal program. The horizontal section was then successfully completed using 11 separate oil fracture stimulation stages. The results from these two wells helped confirm the presence of the Chinkeh formation, which Strategic believes is an aerially extensive blanket sand.

Both wells were production tested and placed on production with pump-jacks and tied in to a natural gas gathering and processing facility. As a result, combined deliverability from these wells is currently restricted by the owner of the natural gas facility. The operator has advised us that all the frac oil has now been recovered and the well is flowing formation oil. Based on field performance and internal engineering evaluations, Strategic estimates that Maxhamish wells have a productive capacity in the range of 200 to 250 barrels per day with a targeted recovery of 200,000 to 250,000 barrels of proved plus probable reserves of 40° API oil under primary production.

Land acquisition

Based on the positive results from the two wells, the Company, along with its partner, bid and was successful at two recent Crown land sales in the Maxhamish area. The two land sales added approximately 19 sections of highly prospective lands for the Chinkeh sand immediately to the west of the lands included in the Farmout Agreement, of which Strategic has a 38.5% interest. The Company has mapped (using integrated 3-D geological modelling techniques) these lands and believes them to contain the underlying continuous Chinkeh sand. Strategic now owns an average interest of 33% in 20,800 gross acres (> 32 sections) of land in the Maxhamish area. With the lands included by the Farmout Agreement and the direct interest lands just acquired, over 100 sections of land are now available for drilling.

Future Development

The Company is in the early stages of assessing the contingent resources. The initial results add confidence to the Company's initial internal estimates of over 500 million barrels of Total Petroleum Initially in Place (PIIP) on the 100 sections of land available to Strategic. Results of these wells are currently being assessed with the operator and future development plans for the next year will be determined accordingly. A range of development plans are currently being considered.

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 (403)718-0183 ext. 242

9. Date of Report:

July 14, 2010