

**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:

November 18, 2010

3. News Release:

A press release reporting the material change was issued on November 18, 2010 via Marketwire.

4. Summary of Material Change:

The Corporation announced that 33,258,091 of its \$0.60 and \$0.70 warrants have been exercised for proceeds of \$19,832,775, including all warrants that expire or expired by November 20, 2010.

5. Full Description of Material Changes:

The Corporation announced that 33,258,091 of its \$0.60 and \$0.70 warrants have been exercised for proceeds of \$19,832,775, including all warrants that expire or expired by November 20, 2010.

As announced previously, the Company closed a "bought deal" financing agreement in October 2010, resulting in the issuance of 18,300,000 common shares at \$0.90 each and 5,232,500 flow-through common shares at \$1.10 each for gross proceeds of \$22.2 million.

Proceeds from the October 7, 2010 financing, combined with the proceeds of \$19.8 million from the exercise of warrants described above, leaves Strategic with working capital in excess of \$32.0 million at this time. The Company anticipates having in excess of \$34 million of working capital at year-end. In addition, Strategic has an unutilized line of credit of \$5.0 million and no debt.

This cash will be used to fund an aggressive development program at Maxhamish in 2011, drilling opportunities at Taber and Conrad, and for new opportunities the Company is currently assessing.

As a result of this series of warrants being exercised, Strategic will have 125.3 million common shares outstanding.

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:

November 18, 2010