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:

October 8, 2013

3. News Release:

A press release reporting the material change was issued on October 8, 2013 via Marketwire.

4. Summary of Material Change:

The Corporation announced that it has completed its previously announced bought deal financing (the "Offering"). Pursuant to the Offering, the Company has issued 12,650,000 common shares (the "Common Shares") at a price of $0.95 per Common Share and 15,454,545 common shares issued on a “flow-through” basis pursuant to the Income Tax Act (Canada) (the "Flow-Through Shares") at a price of $1.10 per Flow-Through Share, for aggregate gross proceeds of $29,017,500.

In addition, the underwriters have exercised the over-allotment option in full purchasing an additional 1,897,500 Common Shares at a price of $0.95 per Common Share for additional gross proceeds of $1,802,625.

5. Full Description of Material Changes:

The Corporation announced that it has completed its previously announced bought deal financing (the "Offering"). Pursuant to the Offering, the Company has issued 12,650,000 common shares (the "Common Shares") at a price of $0.95 per Common Share and 15,454,545 common shares issued on a “flow-through” basis pursuant to the Income Tax Act (Canada) (the "Flow-Through Shares") at a price of $1.10 per Flow-Through Share, for aggregate gross proceeds of $29,017,500.

In addition, the underwriters have exercised the over-allotment option in full purchasing an additional 1,897,500 Common Shares at a price of $0.95 per Common Share for additional gross proceeds of $1,802,625.

The net proceeds of approximately $48,400,000 from both the Offering and the recent private placement have been used to pay down debt and then will be used to pay for the Company's increased 2013 drilling program and partially fund the 2014 capital budget.

The syndicate of underwriters was co-led by Raymond James Ltd. and Macquarie Capital Markets Ltd. and included Dundee Securities Ltd., FirstEnergy Capital Corp., National Bank Financial Inc., Paradigm Capital Inc. and PI Financial Corp.

The Flow-Through Share proceeds will be used to incur eligible Canadian exploration expenditures that will be renounced to subscribers effective on or before December 31, 2013.

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:

Gurpreet Sawhney, President (403)767-2949

9. Date of Report:

October 8, 2013