

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Texas Gas & Oil Inc.
408 – 100 Park Royal
West Vancouver, BC V7T 1A2.

Item 2 Date of Material Change

November 22, 2006

Item 3 News Release

November 23, 2006, Vancouver, British Columbia via CCN Matthews

Item 4 Summary of Material Change

The Company announces the appointment of a new director

Item 5 Full Description of Material Change

The Company announces the appointment of William Dunford to the board of directors

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Mr. Gerald Gill
Telephone number 604-913-8158

Item 9 Date of Report

November 23, 2006