

STRATEGIC RESOURCES INC.
365 Bay Street, Suite 800
Toronto, Ontario, Canada
M5H 2V1

FILED VIA SEDAR

Ontario Securities Commission
20 Queen Street West, 19th Floor
Toronto, Ontario, M5H 3S8

TSX Venture Exchange
3rd Floor, 130 King Street West
Toronto, Ontario, M5X 1E5

Attention: Continuous Disclosure

Attention: Continuous Disclosure

Alberta Securities Commission
250 – 5th Street SW, Suite 600
Calgary, Alberta, T2P 0R4

British Columbia Securities Commission
12th Floor, Pacific Centre
701 W. Georgia St., Vancouver, B.C., V7Y 1L2

Attention: Continuous Disclosure

Attention: Continuous Disclosure

Saskatchewan Financial Services Commission
601 – 1919 Saskatchewan Drive
Regina, Saskatchewan, S4P 4H2

Attention: Continuous Disclosure

Dear Sirs/Mesdames:

Re: Material Change Report
Form 51-102F3

1. The name of the reporting issuer is **Strategic Resources Inc.** (“Strategic” or the “Corporation”), whose principal office is at 365 Bay Street, Suite 800, Toronto, Ontario M5H 2V1.
2. The material change occurred on February 7, 2011
3. A Press Release was published at Toronto on February 7, 2011 on the Marketwire - TSX Venture Disclosure Wire.
4. Strategic announced that it had closed a \$748,000 financing.
5. Strategic placed 6,800,000 working capital units (**the “WC Units”**) priced at \$0.11 per WC Unit for proceeds of \$748,000. Each WC Unit consists of one (1) common share (**the “WC Share”**) and one share purchase warrant (**a “WC Warrant”**). Each WC Warrant entitles the holder to acquire a further common share of the Company at a price of \$0.16 per common share in Year 1 and \$0.21 per share in Year 2.

The funds will be used for exploration on the Company’s properties and for reclamation bonding.

6. The report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.
7. No information has been omitted because it is believed it should remain confidential.
8. Mr. Malcolm Bucholtz, President, Chief Executive Officer and a director, may be contacted at 306-525-0852 concerning this report.
9. The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto, Ontario this 8th day of February, 2011.

STRATEGIC RESOURCES INC.

“Stephen Gledhill”

Per:

STEPHEN GLEDHILL
Chief Financial Officer