

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Strategic Resources Inc.
Box 1216, Regina
SK S4P 3B4

Item 2 **Date of Material Change**

June 2, 2016

Item 3 **News Release**

The news release dated June 2, 2016 was issued in Vancouver, B.C., and disseminated through Market News and Stockwatch.

Item 4 **Summary of Material Change**

Regina, Saskatchewan, June 2, 2016 – Strategic Resources Inc. (TSX-V: STI) (the “Issuer”) announces its intention to undertake the following:

1. the consolidation of its current issued and outstanding common shares on the basis of one new post-consolidated share for every five (5) outstanding shares (as previously reported in the Issuer’s news release dated May 27, 2016); and
2. a private placement to raise up to \$600,000 through the sale of up to 8,000,000 units at \$0.075 per unit. Each unit will be comprised of one post-consolidated common share and one share purchase warrant entitling the holder to acquire one post-consolidated common share at a price of \$0.10 per post-consolidated share for a period of five (5) years.

Proceeds of the placement will be used for general working capital purposes and to advance the Issuer’s search for new business opportunities.

The consolidation and private placement are subject to approval of the TSX Venture Exchange.

Item 5 **Full Description of Material Change**

Further to news release dated June 2, 2016, the Issuer announced its intention to undertake the following:

1. the consolidation of its current issued and outstanding common shares on the basis of one new post-consolidated share for every five (5) outstanding shares (as previously reported in the Issuer's news release dated May 27, 2016); and
2. a private placement to raise up to \$600,000 through the sale of up to 8,000,000 units at \$0.075 per unit. Each unit will be comprised of one post-consolidated common share and one share purchase warrant entitling the holder to acquire one post-consolidated common share at a price of \$0.10 per post-consolidated share for a period of five (5) years.

Proceeds of the placement will be used for general working capital purposes and to advance the Issuer's search for new business opportunities.

The consolidation and private placement are subject to approval of the TSX Venture Exchange.

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

Not applicable.

Item 7 **Omitted Information**

No information has been omitted from this report on the basis that it is confidential information.

Item 8 **Executive Officer**

Malcolm Bucholtz, President & CEO

Tel: (306) 525-0852

Item 9 **Date of Report**

This report is dated as of the 2nd day of June, 2016.