FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

StrataGold Corporation (“Company”)
Suite 2550 – 1066 West Hastings Street
Vancouver, BC V6E 3X2

Item 2. Date of Material Change

December 1, 2008

Item 3. News Release

Disseminated on December 1, 2008 through Canada News Wire

Item 4. Summary of Material Change

StrataGold announced the release of a positive NI 43-101 Preliminary Economic Assessment and an updated mineral resource statement on its 100% owned Mar-Tungsten Deposit located within the Dublin Gulch property, Yukon Territory.

Item 5. Full Description of Material Change

StrataGold Corporation announced the release of a positive National Instrument (NI) 43-101 Preliminary Economic Assessment (PEA) on its 100% owned Mar-Tungsten Deposit located within the Dublin Gulch property, Yukon Territory. The PEA was produced by SRK Consulting (US) Inc. (SRK).

PEA Highlights

- The PEA demonstrates a pre-tax internal rate of return (IRR) of 15.5% and a net present value (NPV) of US$24 million at an 8% discount rate.
- The PEA estimates total mine production of 45,725 tonnes of WO_3 concentrate with an average grade of 58% WO_3 during an 11 year mine life (2.651 million metric tonne units (MTU) of WO_3).
- Mining and milling on a year-round basis at a production rate of 3,000 tonnes per day and a strip ratio of 6.7:1.
- Total capital costs including closure are estimated at US$76.1 million including the processing plant estimated at US$41.8 million (including 35% contingency) and capital costs for infrastructure and support facilities estimated at US$13.1 million (including 30% contingency). This includes the construction of a 20 kilometre long power line connecting to the existing Yukon power grid.
- Operating costs over the life of mine are estimated to be US$38.12/tonne or US$6.43/lb-WO_3.
- Processing will include a combination of gravity concentration and flotation with an overall recovery of 80-85% achievable with 60-65% from gravity and an additional 20% from flotation.

Assumptions

- The revenue model assumes an ammonium paratungstate (APT) price (the marketable intermediary of tungsten) of US$253 per metric tonne unit (MTU) or US$11.50 per pound (lb). The projected WO_3 concentrate price is 85% of the APT price.
- Average tungsten recovery of 82.5% was used.

Mining

Mining of the Mar-Tungsten Zone will be a conventional open pit truck and shovel operation, with the necessary support equipment. Mining operations are characterized by a moderate stripping ratio pit consisting of skarn hosted tungsten mineralization located on a plateau 2.5 km west of the Eagle Zone gold deposit. It has been assumed that a mining contractor will execute the mining of the mineralized material and waste material. The preliminary pit design was determined to be approximately 0.5 kilometre (km) in diameter, 250 metres (m) deep with a volume of 27.6 million m^3. The operation would originally start with three 100 tonne trucks, plus support equipment, with additional units added over the life of mine to make up fleet requirements.

Pit Design Results

Mill Total throughput	9,868,551 tonnes
Mill Throughput per year	1,020,000 tonnes (3,000 tonnes per day)
Waste Total	66,071,293 tonnes
Strip Ratio	6.70:1
WO_3 Grade	0.33%
Contained WO_3	70,856,775 pounds

Process and Infrastructure

The indicated process flow sheet at Mar-Tungsten would include:

- Blending of run of mine ore to provide a consistent WO_3 feed-grade to the processing plant
- Primary crushing using a jaw crusher
- SAG-ball mill grinding
- Gravity concentration
- Sulphide and non-sulphide flotation with re-grind mill
- WO_3 final concentrate thickening, filtering and packaging
- Tailings thickening and disposal

Access to the property is via road 35 km north of Mayo via Highway 2 and then proceeds along the South McQuesten Road for 46 km of which the last 25 km is not maintained but in good repair. Mayo is located 350 km north of Whitehorse. An existing 69 kVa power line runs within 20 km of the project.

Updated Mar-Tungsten Deposit Resource Statement[1]

The mineral resource has been restated from the news release of October 16, 2008 and has resulted in an overall increase of 89% to the Indicated Resource from the resource statement reported on January 15, 2008. The previously announced resource statement on October 16, 2008 contained a Company conversion error of W to WO_3 grades on 2008 drill results and the grade shell was reduced from 0.1% to 0.05% WO_3.

Resource Category	Total Tonnes	% WO_3 Grade*	Contained WO_3 (pounds)	WO_3 MTU's (metric tonne units**)
Indicated	12,700,000	0.31	86,200,000	3,909,000
Inferred	1,300,000	0.30	8,900,000	403,000

* A cut-off grade of 0.10% WO_3 was used for this resource statement with a categorical indicator technique to develop a 0.05% WO_3 grade shell used to limit the projection of mineralization.
** An MTU is defined as 1/100th of a metric tonne or 22.05lbs.

1: Notes

a) *Drilling has been audited and validated by SRK in accordance with CIM Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines and with National*

Instrument 43-101 guidelines by Dr. Bart Stryhas, PhD, an independent Qualified Person as defined by NI 43-101.

b) *The resource estimation employed a categorical indicator approach based on a 0.05% WO_3 cut-off. Grade estimation was made using an inverse distance squared algorithm within blocks having a probability of 50% and higher.*

c) *Drill hole WO_3 assays were composited into 2 m down hole lengths and capped at 3%.*

d) *Tonnage was estimated based on a specific gravity assigned by rock type and alteration type. The specific gravities ranged between 2.7 and 2.9 g/cm3.*

e) *Mineral resources are not mineral reserves and do not have demonstrated economic viability.*

f) *Mineral resources were classified according to the CIM Definition Standards for Mineral Resources and Mineral Reserves by Dr. Bart Stryhas, PhD, an independent Qualified Person as defined by NI 43-101.*

g) *SRK is not aware of any known environmental, permitting, legal, title, taxation, socio-political, marketing or other relevant issues that could potentially affect this estimate of mineral resources. The mineral resources may be affected by subsequent assessments of mining, environmental, processing, permitting, taxation, socio-economic and other factors. There is insufficient information at this early stage of study to assess the extent to which the resources will be affected by these factors, which are more appropriately assessed in a conceptual study.*

h) *The Preliminary Economic Assessment is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty that the Preliminary Economic Assessment will ever be realized.*

i) *The Preliminary Economic Assessment and Mineral Resource statement are effective December 1, 2008.*

Recommendations

The Mar-Tungsten Deposit has excellent opportunities for significant resource expansion. The mineralization is defined over an 800 metre strike length and remains open in several directions. Exploration drilling is warranted on the north and south extensions of the mineralization and further down-dip to the west. A program of 4840 m of diamond drilling is recommended to delineate the limits of mineralization which can be recovered by open-pit mining. An additional 2650 m of diamond drilling (not included in budget) is recommended to define exploration potential to the west and on other targets in the area.

SRK recommends the commencement of a Pre-Feasibility study which would include additional metallurgical test work, geotechnical drilling and data collection, groundwater monitoring and dewatering wells and environmental monitoring and additional baseline work.

Program	**Cost (US $ millions)**
Exploration Drilling 4840 metres – 25 holes	3.20
Metallurgical Studies	0.25
Geotechnical Drilling (4 holes)	0.50
Tailings Trade off study and site geotechnical studies	0.20
Groundwater Monitoring and Dewatering Wells (6 holes)	0.60
Environmental Monitoring and Baseline Work	0.75
Pre-Feasibility Study (12-18 months)	1.25
Total Recommended Work Plan	**6.75**

The Company deems the equity markets all but closed with respect to financing near-term exploration and development activities. In this environment, StrataGold continues to explore strategic alternatives and will continue to seek options that are in the best interest of our shareholders and in particular the advancement of the Mar-Tungsten Deposit.

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**

Terry Tucker, President and CEO, Tel. No. (604) 682-5122

Item 9. **Date of Report**

December 9, 2008