

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

Canadian Quantum Energy Corporation (“**Canadian Quantum**” or the “**Corporation**”)  
Suite 500, 1414 8th St. SW  
Calgary AB T2R 1J6

**2. Date of Material Change**

May 30, 2012.

**3. News Release**

A press release was disseminated on May 31, 2012 via Marketwire.

**4. Summary of Material Change**

Canadian Quantum Energy Closes \$1,000,000 Convertible Debenture Financing.

**5. Full Description of Material Change**

**5.1 Full Description of Material Change**

Canadian Quantum has closed a \$1 million private placement of a secured convertible debenture (“**Debenture**”), subject to TSX Venture Exchange final approval. The Debenture will bear interest at the rate of ten percent (10%) per annum, payable monthly and will have a term of 2 years with a maturity date of May 30, 2014. The Debenture will be convertible at the holder’s option into common shares of the Corporation at any time prior to the maturity date at a conversion price of \$0.20 per common share. The Corporation can force conversion of the Debenture into common shares if the Corporation’s common shares trade, on a 20 day volume weighted average basis, at or above \$0.50. The security interest granted by CQM under the Debenture is an undivided 25% interest in the Alexander Project.

No finder’s fees were paid on this transaction. All securities issued in connection with the offering, including any common shares issued upon conversion of the Debenture, will be subject to a four month hold period expiring on October 1, 2012. The net proceeds of the Debenture will be used for the exploration program on the Corporation’s 50% interest in the Alexander Project and for general working capital.

In conjunction with the closing of the Debenture, the Corporation has cancelled the previously announced Flow-Through Unit offering announced on May 7, 2012.

**5.2 Disclosure for Restructuring Transactions**

Not Applicable

**6. Reliance on Section 7.1(2) of National Instrument 51-102**

Not Applicable

**7. Omitted Information**

Not Applicable

**8. Executive Officer**

The name and business number of the executive officer of Canadian Quantum Energy Corporation who is knowledgeable about the material change and this report is:

Douglas Brett, President & CEO  
Tel: (403) 532-8543

9. **Date of Report**

May 31, 2012.