FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company**

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

2. **Date of Material Change**

   November 18, 2014.

3. **News Release**

   A press release was disseminated on November 18, 2014 via Marketwired.

4. **Summary of Material Change**

   Canadian Quantum completes Series 2 Debenture Offering.

5. **Full Description of Material Change**

5.1 Full Description of Material Change

Pursuant to the investment agreement (the "**Investment Agreement**") with Lang International Holdings Limited, a company registered in the British Virgin Islands ("**Lang**"), the Company has completed the private placement offering of series 2 convertible debentures, pursuant to which Lang purchased a series 2 convertible debenture in the principal amount of $550,000 (the "**Series 2 Debenture**"), subject to TSX Venture Exchange final approval.

The Series 2 Debenture is secured against the personal property of the Company and a portion of the Company's interest in the Alexander Project, convertible at a price of $0.10 per Common Share, matures on March 30, 2016 and bears interest at a rate of 10% per annum. The Series 2 Debenture ranks *pari passu* with the outstanding Series 1 Debentures in the aggregate principal amount of $1,870,479.46 and the outstanding loan from Mr. Brett, the President and CEO of the Company, in the principal amount of $235,000.

The Series 2 Debenture, and any Common Shares issued upon conversion, are subject to a four month hold period that expires on March 18, 2014. The net proceeds from the offering of the Series 2 Debenture will be used for completion work at the Company's Alexander project and for general working capital.

As Lang acquired a Series 2 Debenture in the principal amount of $550,000, upon completion of the private placement Lang will own or control 22,631,000 Common Shares or approximately 38.76% of the total issued and outstanding Common Shares, Series 1 Debentures in the principal amount of $935,239.73, and Series 2 Debentures in the principal amount of $550,000. Assuming the conversion of the Series 1 Debentures and Series 2 Debentures, Lang would own or control 35,924,664 Common Shares or approximately 50.11% of the total issued and outstanding Common Shares. The purchase of the securities by Lang was made for investment purposes. Lang may increase or decrease its investment in Canadian Quantum depending on market conditions or any other relevant factors.

Forward-Looking Statement

This material change report contains certain statements which constitute forward-looking statements or information ("forward-looking statements"), including statements regarding Canadian Quantum's business and the proposed transactions. Such forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond Canadian Quantum's control, including the ability of Canadian Quantum to satisfy the conditions to completion of the proposed transactions, the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, operational risks in exploration and development, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and the ability to access sufficient capital from internal and external sources. Although Canadian Quantum believes that the expectations in its forward-looking statements are reasonable, they are based on factors and assumptions concerning future events which may prove to be inaccurate. Those factors and assumptions are based upon currently available information. Such statements are subject to known and unknown risks, uncertainties and other factors that could influence actual results or events and cause actual results or events to differ materially from those stated, anticipated or implied in the forward looking information. As such, readers are cautioned not to place undue reliance on the forward looking information, as no assurance can be provided as to future results, levels of activity or achievements. The forward-looking statements contained in this document are made as of the date of this document and, except as required by applicable law, Canadian Quantum does not undertake any obligation to publicly update or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this document are expressly qualified by this cautionary statement.

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**

November 18, 2014.