

MATERIAL CHANGE REPORT

1. **Reporting Issuer:**

Tuscany Energy Ltd. ("**Tuscany**")
1800, 633 Sixth Avenue S.W.
Calgary, Alberta T2P 2Y5

2. **Date of Material Change:**

June 2, 2011

3. **News Release**

A joint press release announcing the material change was issued by Tuscany and Sharon Energy Ltd. ("**Sharon**") on June 2, 2011 and disseminated through the facilities of a recognized newswire service.

4. **Summary of Material Change:**

On June 2, 2011 Tuscany and Sharon announced that, following receipt of final approval of the plan of arrangement by the Court of Queen's Bench of Alberta, the previously announced plan of arrangement involving Tuscany and Sharon closed on June 2, 2011.

5. **Full Description of Material Change:**

5.1 Full Description of Material Change

Acquisition of Sharon

On June 2, 2011 Tuscany and Sharon announced that following receipt of final approval of the plan of arrangement by the Court of Queen's Bench of Alberta, the previously announced plan of arrangement involving Tuscany and Sharon (the "**Arrangement**") closed on June 2, 2011. Pursuant to the Arrangement, Tuscany acquired all of the issued and outstanding common shares of Sharon on the basis of 0.84 of a common share of Tuscany for each one (1) common share of Sharon.

Following completion of the Transaction, Tuscany has approximately 124.9 million common shares outstanding. The combined entity has total proved plus probable reserves of approximately 1,345,000 barrels of oil equivalent ("**BOE**") and current estimated production of 190 BOE per day. The combined entity has working capital of approximately \$4.0 million, marketable securities of \$3.9 million and an unused bank line of \$4.6 million.

Letters of Transmittal have been forwarded to shareholders of Sharon to be utilized in order to exchange their common shares of Sharon for common shares of Tuscany. Additional copies of same may be obtained by contacting Tuscany or Computershare Investor Services Inc. The trading of the common shares of Sharon was halted on the TSX Venture Exchange ("**TSXV**") after the close of trading on June 2, 2011 and Sharon intends to make application to delist the common shares from the TSXV.

*Barrels of oil equivalent ("**BOE**") may be misleading, particularly if used in isolation. A BOE conversion ratio has been calculated using a conversion rate of six thousand cubic feet of natural gas to one barrel and is based on an energy equivalent conversion method applicable at the burner tip and does not represent an economic value equivalency at the wellhead.*

This material change report contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and

similar expressions are intended to identify forward-looking information or statements. More particularly, this material change report contains forward-looking statements concerning the delisting of the common shares of Sharon. Tuscany and Sharon have made these forward-looking statements in reliance on certain assumptions that they believe are reasonable at this time. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this material change report. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements and information contained in this material change report are made as of the date hereof and Tuscany and Sharon undertake no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

5.2 Disclosure of Restructuring Transactions

Not applicable.

6. Reliance on Confidentiality Provisions:

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer:

Brad R. Perry
Chief Financial Officer
(403) 269-9889

9. Date of Report:

June 3, 2011