This is the form of a material change report required under section 85 (1) of the *Securities Act* and section 151 of the *Securities Rules*.

BC FORM 53-901F
(Previously Form 27)

Securities Act

MATERIAL CHANGE REPORT

Item 1: Reporting Issuer

Transeuro Energy Corp., of Suite 700 - 900 West Hastings Street, Vancouver, BC, V6C 1E5.

Item 2: Date of Material Change

February 28, 2005

Item 3: Press Release

Press release was issued at Vancouver, British Columbia on February 28, 2005.

Item 4: Summary of Material Change

Mr. Edward Farrauto has been appointed as President and Chief Executive Officer of the Company.

The Company has completed a non-brokered private placement of 7,690,000 units for gross cash proceeds of $5,383,000. Each unit consists of one common share and one half of one warrant. Each whole warrant will entitle the holder to purchase one common share at $0.76 for a period of one year.

The Company has entered into a contract with Chernomornaftagas to complete Transeuro's Gas Treatment Plant ("GTP") in the Chernomorsk region of the Crimean Peninsula, southern Ukraine.

Item 5: Full Description of Material Change

See attached press release dated February 28, 2005 for a full description.

Item 6: Reliance on section 85 (2) of the Act

Not Applicable

Item 7: Omitted Information

Not applicable

Item 8: Senior Officers

The following Senior Officer of the Company is available to answer questions regarding this report:

Edward Farrauto
President and CEO
604-681-9944

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, this 28 day of February, 2004.

TRANSEURO ENERGY CORP.

Per:

"*Edward Farrauto*"
Edward Farrauto,
President and CEO

Transeuro Energy Corp.
803 – 750 West Pender Street
Vancouver, B.C. V6C 2T8
Telephone: 604-639-7878 Fax: 604-608-4733

NEWS RELEASE

TRANSEURO COMPLETES FINANCING, NEW PRESIDENT APPOINTED

February 28, 2005 **TSX-V: TSU**

Vancouver, Canada: Transeuro Energy Corp. (the “Company”)**(TSU: TSX Venture Exchange)** is pleased to announce the appointment of Mr. Edward Farrauto as President and Chief Executive Officer of the Company. Mr. Farrauto is a director of Transeuro and the Company’s current Chief Financial Officer.

Mr. Carlos Munoz has resigned as President and CEO of the Company. Mr. Munoz will continue in his capacity as Director of the Company. The Board of Directors of Transeuro Energy Corp. wish to thank Mr. Munoz for his contributions to the Company.

Mr. Farrauto has held the position of CFO since June of 2002. Mr. Farrauto has several years of experience as a senior financial officer in public companies. His experience encompasses financial and regulatory compliance and public company management. Mr. Farrauto has been directly responsible for overseeing private placement financings, prospectus filings, reverse takeovers and merger and acquisition transactions. He has extensive experience with U.S. filings including SEC clearance and reporting issuers.

The Company has completed a non-brokered private placement of 7,690,000 units for gross cash proceeds of $5,383,000. Each unit consists of one common share and one half of one warrant. Each whole warrant will entitle the holder to purchase one common share at $0.76 for a period of one year. The proceeds of the offering will be used for the development of existing properties, the acquisition of additional properties and general working capital. A $8,417.50 cash finder’s fee will be paid on this financing and the common shares and warrants issued will be subject to a four month hold from the closing date.

The Company has granted Mr. Alan Peyton options to purchase up to 50,000 shares in the capital of the Company at a price of $0.77 for a period of five years expiring on February 15, 2009. The foregoing is subject to TSX Venture Exchange approval. Mr. Peyton will begin to evaluation of the Company’s Block 2 project in Armenia as well as the Company’s Petroleum Prospecting License #260 in Papua New Guinea.

The Company has entered into a contract with Chernomornaftagas to complete Transeuro’s Gas Treatment Plant (“GTP”) in the Chernomorsk region of the Crimean Peninsula, southern Ukraine. This contract had been originally awarded to Servisgas. The Company has terminated this contract with Servisgas due to Servisgas being unable to procure and fabricate equipment to specifications outlined in the contract.

For further information contact:
David Parry, Director, dparry@transeuroenergy.com
TRANSEURO ENERGY
(604) 639 7878- Phone
(604) 608 4733-Fax
http://www.TRANSEUROENERGY.COM