

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

TRANSEURO ENERGY CORP.
700 – 900 West Hastings Street
Vancouver, British Columbia
V6C 1E5

Telephone: 604-681-3939

(“Transeuro”)

Item 2 Date of Material Change

June 7, 2006

Item 3 News Release

The news release was disseminated on June 7, 2006 through CCN Matthews.

Item 4 Summary of Material Change

Transeuro announced that it has reached an agreement in principle with Questerre Energy Corporation (“Questerre”) to amend the Farmout and Operating Agreement (the “Agreement”) to allow for a field development program at Beaver River.

Item 5 Full Description of Material Change

Following an analysis of the production results from the A-2 well, both of the Company and Questerre (collectively, the “Companies”) have determined that they support developing the Besa River/Mattson sands as a tight gas resource play. The A-2 well performance has exceeded expectations. It is now producing 2.2 mmcf per day (366 barrels of oil equivalent). This is in excess of the original test rates and is in spite of producing against almost 1,000 psi in the Duke Energy gas pipeline. Assuming gas prices of \$5 per mcf, these results meet or exceed the commercial hurdle rates for the Companies. The Companies expect that new wells and new completions have the potential to perform even better than A-2 that was re-completed through a forty year old well bore.

As a result, the Companies have agreed to amend the Agreement as follows:

- 1) Transeuro will be recognized as the participating party and Ampac Petroleum Inc. will be released from its obligations under the Agreement.

- 2) The requirement for a fourth re-entry to test the commerciality of this play will be dropped from the earning requirements as it is no longer necessary.
- 3) The Companies will commit to a four well Besa River/Mattson development program and one Nahanni in-fill development well. This program will start in August 2006 and is expected to be completed in the first half of 2007. There will be economies of scale and corresponding cost reductions by committing to a multi-well program. Transeuro will earn 50% of all lands and all infrastructure upon completion of one Besa River/Mattson well and Nahanni well. The following three Besa River/Mattson wells will be joint wells.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, contact:

Ed Farrauto
Telephone: 604-676-7592

Item 9 Date of Report

June 14, 2006