FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name of Company and address
STANS ENERGY CORP., 8 King Street East, Suite 205 Toronto, Ontario, M5C 1B5

Item 2: Date of Material Change April 28, 2011

Item 3: Press release April 28, 2011

Item 4: Summary of Material Change
Stans Energy Corp. closed a private placement pursuant to which the Company has issued 15,135,136 units at a price of $1.85 per Unit to raise aggregate gross proceeds of $28,000,001.60 CAD (the "Offering"). Each unit consists of one common share in the capital of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the holder thereof to acquire one common share at a price of $2.25 CAD until April 28, 2013. Stifel Nicolaus Canada acted as lead agent for the Offering, with Clarus Securities Inc acting as Co-Manager (collectively, the "Agents"). The Agents received a cash commission equal to 6% of the gross proceeds of the Offering, and broker warrants entitling the Agents to purchase 908,108 shares at $1.85 CAD per share until April 28, 2013.

Item 5: Full Description of Material Change
Stans Energy Corp. closed a private placement pursuant to which the Company has issued 15,135,136 units at a price of $1.85 per Unit to raise aggregate gross proceeds of $28,000,001.60 CAD (the "Offering"). Each unit consists of one common share in the capital of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the holder thereof to acquire one common share at a price of $2.25 CAD until April 28, 2013. Stifel Nicolaus Canada acted as lead agent for the Offering, with Clarus Securities Inc acting as Co-Manager (collectively, the "Agents"). The Agents received a cash commission equal to 6% of the gross proceeds of the Offering, and broker warrants entitling the Agents to purchase 908,108 shares at $1.85 CAD per share until April 28, 2013.

The proceeds of the Private Placement will be used for a feasibility study on Kutessay II and Kalesay, purchase of the KCMP Rare Earth (RE) Processing Complex, refurbishment and upgrades to the KCMP RE Processing Complex, Aktyuz exploration and for working capital.

All of the common shares, warrants and broker warrants issued pursuant to the Offering are subject to a four-month hold period ending on August 29, 2011.The Company has received the conditional approval from the TSX Venture Exchange for the common shares and warrants issued on closing of the Offering.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102 N/A

Item 7 Omitted Information N/A

Item 8 Executive Officer **Robert Mackay**, Chief Executive Officer (647) 426-1865

Item 9 Date of Report May 5, 2011

"Signed"

Robert Mackay, Director