

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

QMC Quantum Minerals Corp. ("QMC " or the "Company")
Suite 600 – 666 Burrard Street
Vancouver, British Columbia V6C 2X3

Item 2 Date of Material Change

December 14, 2011 and February 14, 2012

Item 3 News Release

The news release was disseminated on December 14, 2011 and February 14, 2012, to the TSX Venture Exchange as well as through various other approved public media and was SEDAR filed with the British Columbia and Alberta Securities Commissions.

Item 4 Summary of Material Change(s)

The Company signed a Property Option Agreement on August 10, 2011, with 4920776 Manitoba Ltd. to acquire an undivided 100% interest in the Cinder Lake rare earth elements Property, located in north central Manitoba. The Company will make payments totalling \$475,000 and issue 1,185,000 common shares of the Company over four (4) years following the date of the Option Agreement.

Approval from the TSX Venture Exchange was received on February 9, 2012.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On December 14, 2011, the Company announced it has entered into an option agreement with 4920776 Manitoba Ltd. To acquire an undivided 100% interest in Mineral Exploration license MEL 427A totalling 5,000 hectares located in north central Manitoba known as the Cinder lake property. Under the terms of the option agreement the Company is required to make payments of \$475,000 (\$15,000 paid) and issue 1,185,000 (45,000 to be issued on exchange approval) shares over four years subject to 2% NSR of which 1% can be purchased for \$1,000,000. The property has been optioned to explore for rare earth elements (REEs) it has no previous exploration for REE other than work conducted by Manitoba Geological Survey (MGS, which has comprised a field study in 2008 with the Department of Geological Sciences, University of Manitoba and regional scale multimedia geochemical and mineralogical surveys in 2000 and 2001. In 1992, Inco conducted a reconnaissance geological survey over the area, which included the MEL, for base metals. Samples from the southern tip of Wickstrom Island within the MEL returned up to 2300 ppm lanthanum, 1300 ppm neodymium, 140 ppm samarium and 44.3 ppm europium. (Inco, MGS Assessment Report 72612). The south eastern part of the Cinder Lake complex hosts a wide range of rocks showing diverse textures and compositions. High resolution aeromagnetic data of the area has outlined the possible shape and size of the CLC. In the south eastern part of the lake, linear data of the area has outlined the possible shape and size of the CLC. N the south eastern part of the lake linear magnetic highs coincide with exposures of syenitic pegmatite that appear to occupy the outer shell of a concentrically structured intrusive body. This oval shaped magnetic feature is approximately 10km long and 5km wide.

The tectonic setting, petrography and size of the CLC are similar to the Maoniuping complex in China the second largest REE deposit in the world (Manitoba Geological Survey 2008).

This news release was reviewed and approved by Mohan R. Vulimiri, M.Sc., P.Geo, who is a qualified person under the NI 43-101 guidelines and a director of the Company.

The Company is a British Columbia based company engaged in the business of acquisition, exploration and development of minerals properties in Canada. Its objective is to locate and develop economic precious and base metals properties of merit and to conduct its exploration program on its principal property, the Rocky Lake Property and Rocky-Nameu property.

On February 14, 2012, the Company announced that further to its news release dated December 14, 2011 the TSX Venture Exchange ("TSXV") has accepted for filing the Property Option Agreement (the 'Agreement') dated August 10, 2011 between the Company and 4920776 Manitoba Ltd. . Pursuant to the terms of the Agreement, the Company has the exclusive right to acquire an undivided 100% right, title and interest in the Cinder Lake Property (the 'Property') in North-Central Manitoba for the following consideration:

- On signing of Agreement \$15,000 cash and 45,000 shares
- One year from signing \$30,000 cash and 90,000 shares
- Two years from signing \$60,000 cash and 150,00 shares
- Three years from signing \$120,000 cash and 300,000 shares
- Four years from signing \$250,000 cash and 600,000 shares
- subject to a 2% NSR of which the Company has the right to purchase one half for \$1,000,000 at any time within a five year period commencing on the later of the exercise of the option in the Agreement and the date a bankable feasibility study is prepared and delivered to the Company. The Company has the right to accelerate the payments to reduce the time it will take to earn the 100% interest in the Property.

Dr. Mark Fedikow, Ph.D, P.Eng of Mount Morgan Resources Ltd., a Qualified Person under National Instrument 43-101 guidelines, carried out detailed rock, soil and vegetation geochemical surveys to locate rare earth element ("REE") geochemical signatures on the south-east portion of Cinder Lake in 2011. The property is marked by the presence of a rare earth element ("REE")-enriched intrusive suite of rocks that includes fine-grained silica- undersaturated syenite and syenitic pegmatite. These rocks are postulated to be related to a large intrusive carbonatite body on the property.

The rock chip/channel samples returned strongly enriched REE mineralization on Wickstrom Island. Mobile Metal Ions soil geochemistry and vegetation geochemistry based on the analysis of alder twigs also reflects this REE enrichment and suggests REE enriched intrusive rocks at depth. Additional work will be required to determine the source of the Wickstrom REE and whether there is a connection with the alkaline complex at Cinder Lake.

The Wickstrom Island is marked by elevated REE and the survey suggests that these REE-enriched zones trend off of the island in a number of directions. Lanthanum (La), Cerium (Ce), Praseodymium (Pr) and Neodymium (Nd) (light REE) are elevated only at Wickstrom Island whereas Samarium (Sm), Europium (Eu), Erbium (Er), Gadolinium (Gd), Terbium (Tb), Dysprosium (Dy), Holmium (Ho), Thulium (Tm), Ytterbium (Yb) and Yttrium (Y) (intermediate and heavy REE), and possibly Niobium (Nb) are elevated at both Wickstrom Island sample sites and those from the southeast corner of Cinder Lake. This is suggestive of REE zonation on the Cinder Lake property.

Historical exploration for base metals in the early 1990's by INCO encountered high REE values in lithologies exposed in trenches on the southwest shore of Wickstrom Island. These lithologies

and the remainder of the Cinder Lake property are the target of ongoing exploration for economic quantities of REE. The geochemical survey compliments Ryan Kessler's M.Sc. studies and thesis at the University of Manitoba, supervised by Prof. Anton Chakmouradian and Dr. Chris Bohm of the Manitoba Geological Survey.

Dr. Fedikow recommends the following in his technical report submitted to Quantum Minerals in January 2011.

- Further exploration in the southeast and north portions (Wickstrom Island) of the Cinder Lake with geochemical surveys in overburden covered areas, prospecting and sampling of all outcrops is recommended.
- A small research program is suggested to determine the cause of the strongly elevated REE at Wickstrom Island and to determine, if possible, any genetic relationship between the Cinder Lake alkaline complex and the host rocks to REE mineralization at Wickstrom Island.
- Core from INCO (Vale) drill programs in the Cinder Lake area should be sampled for REE.
- Strongly elevated Platinum values in ashed alder twig samples suggest the possible presence of ultramafic rocks on the Cinder Lake property.
- A two-phase program of airborne geophysical surveys is recommended to cover this property. These surveys will include radiometric surveys as Phase 1 followed by electromagnetic and magnetic surveys in Phase 2.
- Combined analysis of the airborne surveys, along with the prospecting, geology and geochemical programs will select the most prospective areas for detailed ground follow-up and drill targeting.

QMC is planning to carry out an exploration program based on the above recommendations.

This news release was reviewed and approved by Mohan R. Vulimiri, M.Sc., P.Geo, who is qualified person under the NI 43-101 guidelines and a director of the Company.

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4.1 Disclosure for Restructuring Transactions

Not applicable.

Item 5 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 6 Omitted Information

Not applicable.

Item 7 Executive Officer

Contact: Balraj Mann, President and Chief Executive Officer
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Item 8 Date of Report

February 16, 2012