FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Questerre Energy Corporation (the "**Corporation**")
1580 Guinness House - 727 Seventh Avenue SW
Calgary, Alberta T2P 0Z5

Item 2. Date of Material Change

June 28, 2006

Item 3. News Release

A press release was disseminated on June 28, 2006, by CCNMatthews.

Item 4. Summary of Material Change

The Corporation has closed its previously announced $10 million private placement. The placement consisted of the issuance of 9,709,000 Common Shares, issued on a flow-through basis, at $1.03 per Common Share. In addition, 291,270 warrants were issued to the underwriting syndicate. Each of those warrants entitles the holder to acquire one Common Share in the capital of the Corporation at an exercise price of $1.03 for a period of 18 months from closing.

Item 5. Full Description of Material Change

Please refer to the press release of the Corporation dated June 28, 2006 attached hereto as Schedule "A".

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

Not Applicable.

Item 7. Omitted Information

Not Applicable.

Item 8. Executive Officer

The name and business number of the President and Chief Executive Officer of the Corporation who is knowledgeable about the material change and this report is:

Michael R. Binnion
President and CEO
Telephone: (403) 777-1185

Item 9. Date of Report

Dated at Calgary, Alberta, this 6th day of July, 2006.

SCHEDULE "A"

FOR IMMEDIATE RELEASE

June 28, 2006 – Questerre closes $10 million private placement

Calgary, Alberta - Questerre Energy Corporation ("Questerre" or the "Company") (TSX, OSE:QEC) is pleased to report that the Company has closed its previously announced $10 million private placement. The placement consisted of the issuance of 9,709,000 Common Shares, issued on a flow-through basis, at $1.03 per Common Share. The syndicate of underwriters was led by Dundee Securities Corporation and included Haywood Securities Inc. The syndicate placed $7 million on a guaranteed agency basis and exercised its over allotment option to place an additional $3 million for a total of $10 million. On closing, the syndicate was paid a cash commission and received warrants entitling them to acquire, for a period of 18 months from closing, 291,270 Common Shares of Questerre at $1.03 per Common Share.

Questerre anticipates the proceeds from this placement will finance its 10 to 15 well exploration drilling program in its new core area of Westlock including its commitments under its recently announced farm-in agreement with Apache Canada Ltd. The proceeds will also be used for an anticipated exploration well in the St. Lawrence Lowlands, Quebec as well as in the Vulcan area later this year.

Michael Binnion, President and Chief Executive Officer, commented "Questerre has tax pools of approximately $30 million which makes this flow-through financing more accretive to our shareholders. With a strong balance sheet we are well positioned to complete our 2006 capital program while we pursue new opportunities."

Questerre Energy Corporation is a Calgary-based independent resource company actively engaged in the exploration, development and acquisition of high-impact exploration and development oil and gas projects in Canada.

This news release contains forward-looking information. Implicit in this information are assumptions regarding commodity pricing, production, royalties and expenses, that, although considered reasonable by the Company at the time of preparation, may prove to be incorrect. These forward-looking statements are based on certain assumptions that involve a number of risks and uncertainties and are not guarantees of future performance. Actual results could differ materially as a result of changes in the Company's plans, commodity prices, equipment availability, general economic, market, regulatory and business conditions as well as production, development and operating performance and other risks associated with oil and gas operations. There is no guarantee made by the Company that the actual results achieved will be the same as those forecasted herein.

For further information, please contact:
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