

This is a form of a material change report required under Section 85(1) of the *Securities Act* (British Columbia).

FORM 53-901.F
Securities Act

MATERIAL CHANGE REPORT

Item 1. Reporting Issuer

International Samuel Exploration Corp. (the "Issuer")
410-777 Dunsmuir Street
Vancouver, British Columbia V7Y 1G5
Telephone: (604) 688-5866

Item 2. Date of Material Change

September 18, 2003

Item 3. Press Release

Press release was issued in Vancouver, British Columbia for distribution on September 18, 2003.

Item 4. Summary of Material Change

Exploration Results.

Item 5. Full Description of Material Change

International Samuel Exploration Corp. (SAZ:TSXV), Shear Minerals Ltd. (SRM:TSXV), Stornoway Diamond Corporation. (SWV:TSXV) and BHP Billiton today announced a second kimberlite has been discovered on the Churchill West Diamond Project. Drill hole number CWDH-3003-01 was designed to test anomaly CW-3003 and intersected 158 feet of kimberlite. The circular magnetic high anomaly is approximately 75m by 75m in diameter and is located 1.2 km southeast of CW-3001. The hole was drilled to a depth of 255 feet.

The first kimberlite, reported in the previous news release (September 10, 2003), was tested by drill hole CWDH3001-01 and drilled at a -45 degree angle. A total of 253' of kimberlite was intersected and the drill hole was terminated in gneiss. To date, a total of three targets have been tested at the Churchill West Diamond Project. A third drill hole tested geophysical target CW-3005 located 10 km due south of anomaly CW-3001, and the anomaly was attributed to magnetic pyrrhotite in meta-sediments. The Churchill West drill program has now been completed.

Upon completion of the core logging, representative samples will be collected from the kimberlite and submitted for micro-diamond analysis to the Saskatchewan Research Council (SRC), an independent laboratory.

In addition, a high resolution fixed wing airborne magnetic surveying has been completed on the property and the data is being processed. The collection of 300 regional and target specific samples is underway with the total program yearly budget of \$825,000.

The Churchill West project encompasses 514,000 acres located near the community of Rankin Inlet in the Kivalliq region of Nunavut. The 2003 field program is under the supervision of Dean Besserer, P. Geol. of APEX Geoscience Ltd., a Qualified Person under NI 43-101. Shear has a 51% interest and is operator on the Churchill West Diamond Project. Stornoway Diamond Corporation and BHP Billiton have 35% and 14% interests respectively. International Samuel Exploration Corp. has an option to earn into a 65% interest by expending \$1,000,000 over two years of which \$500,000 must be spent before December 31, 2003. Once Samuel has vested, Shear, Stornoway and BHP Billiton have the right to buy back 10% total from Samuel for \$100,000 cash.

On behalf of the Board
**INTERNATIONAL SAMUEL
 EXPLORATION CORP.**
“Conrad Swanson”

the Act

s to confidentiality.

President

Not applicable.

Item 8. Senior Officers

The Senior Officer of the Issuer who is knowledgeable about the material change and the report is Conrad Swanson, President and Chief Executive Officer (604) 688-5866.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated this 18th day of September, 2003.

By: "Conrad Swanson"
President and Chief Executive Officer
(Official Capacity)