

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

International Samuel Exploration Corp.
#888 – 700 West Georgia Street, Vancouver, B.C. V7Y 1G5
Telephone: 604-718-5454
Fax: 604-646-2054

Item 2: Date of Material Change

September 30, 2010.

Item 3: News Release

The news release was disseminated on September 30, 2010 through Canada StockWatch and Market News and filed on SEDAR.

Item 4: Summary of Material Change

International Samuel Exploration Corp. has completed an agreement with the Pelly Bay operator, Diamonds North Resources Ltd. whereby the company will earn a fully vested 30-percent joint venture interest in the Pelly Bay property, located in Nunavut, by issuing 50,000 common shares of the Company to Diamonds North.

Item 5: Full Description of Material Change

International Samuel Exploration Corp. has completed an agreement with the Pelly Bay operator, Diamonds North Resources Ltd. whereby the Company will earn a fully vested 30-percent joint venture interest in the Pelly Bay property, located in Nunavut, by issuing 50,000 common shares of the Company to Diamonds North. As part of this agreement, DDN will accept the Company's aggregate paid exploration expenditures to date of \$2,647,199 as satisfactory completion of the original \$3,000,000 exploration expenditure total. Terms of this 30% vesting arrangement are subject to acceptance by the TSX Venture Exchange.

"A number of high-priority kimberlite anomalies have been identified on the Ualliq project which is adjacent to the Amaruk project where a 25 tonne bulk sample is currently being analyzed. Significant diamond results will elevate the importance of this strategic property and planning for a drill program will become a priority for both companies" say Mark Kolebaba, President & CEO of Diamonds North.

International Samuel has three other projects:

Black Water West, B.C. – This 100% owned property is adjacent and west of the Richfield Ventures gold discovery. Drilling permits have been applied for and results of work currently underway will be available soon.

Rasp, Manitoba – This 100% owned property has drilling underway. The Rasp property contains a strong electromagnetic conductor with a gravity anomaly and a flanking magnetic anomaly. The strong electromagnetic conductor has a strike length of 600 metres. Only one previous drill hole was drilled at this conductor; diamond drill hole RA2 02-01 was drilled by Cominco Ltd. in 2001. This drill hole may not have intersected the conductor itself. Instead, the drill hole probably encountered stringer mineralization near the main conductor.

Reed Lake, Manitoba – The Company has a 50% interest in this property, which is adjacent and west of the VMS Reed Lake discovery. Current targets are in areas that are more suitable to winter drilling, planning and permitting are underway.

“We are excited to have one drill program underway and two others in the planning stage”, say Conrad Swanson, president of International Samuel.

Item 6: Reliance on subsection 71(2) of National Instrument 51-102

N/A.

Item 7: Omitted Information

N/A.

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Conrad Swanson, President and Chief Executive Officer
Telephone: 604-718-5454

Item 9: Date of Report

October 7, 2010.