

## 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**

June 20, 2012

#### **Item 3: News Release**

The news release was disseminated on June 20, 2012 through Canada Stockwatch and filed on SEDAR.

#### **Item 4: Summary of Material Change**

International Samuel Exploration Corp. (the “Company”) announces a non-brokered flow-through private placement Unit Offering (“FT Units”) of 3,000,000 FT Units, raising gross proceeds of \$300,000. Each FT Unit, priced at \$0.10 per each FT Unit, is comprised of one common share of the Company, intended to qualify as a flow-through share under the Income Tax Act (Canada), and one-half of one non-transferable common share purchase warrant exercisable to acquire one whole non-flow-through (“NFT”) common share at a price of \$0.25 per share for a period of one year from the closing date of the FT Unit Offering.

#### **Item 5: Full Description of Material Change**

International Samuel Exploration Corp. (the “Company”) announces a non-brokered flow-through private placement Unit Offering (“FT Units”) of 3,000,000 FT Units, raising gross proceeds of \$300,000. Each FT Unit, priced at \$0.10 per each FT Unit, is comprised of one common share of the Company, intended to qualify as a flow-through share under the Income Tax Act (Canada), and one-half of one non-transferable common share purchase warrant exercisable to acquire one whole non-flow-through (“NFT”) common share at a price of \$0.25 per share for a period of one year from the closing date of the FT Unit Offering.

The proceeds of this private placement will be used for the purpose of carrying out the exploration programs on the Company’s British Columbia properties.

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The Company may issue finder's fees in connection with this offering.

The foregoing is subject to regulatory approval.

**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**

June 20, 2012