

**FORM 51-102F3
MATERIAL CHANGE RPEORT**

Item 1. Name and Address of Company

International Samuel Exploration Corp. (the “Company”)
1104 Premier Street
North Vancouver, BC V7J 2H3
Tel: 604-317-3090

Item 2. Date of Material Change

May 29, 2017

Item 3. News Release

The news release was disseminated on May 29, 2017, through Canada Stockwatch and filed on SEDAR.

Item 4. Summary of Material Change

The Company announced the proposed issuance of 1,927,866 common shares in settlement of an aggregate of \$115,672 debt owed by the Company to a director and officer.

Item 5. Full Description of Material Change

The Company announced the proposed issuance of 1,927,866 common shares at a deemed price of \$0.06/share in settlement of an aggregate of \$115,672 debt owed by the Company to a director and officer (refer to the news release described in Item 4 above, a copy of which is attached to this report).

This debt settlement transaction constitutes a related party transaction as defined in Multilateral Instrument 61-101 (Protection of Minority Security Holders in Special Transactions)(“**MI 61-101**”). The following supplemental information is provided in accordance with Section 5.2 of MI 61-101:

Under the debt settlement transaction, 1,927,866 shares are proposed to be issued to a company wholly-owned by Conrad Swanson, the CEO, President and a director of the Company, to settle \$115,672 debt. 848,355 shares (\$50,901.30) are expected to be issued immediately upon TSX Venture Exchange (“**TSXV**”) approval. The remaining 1,079,511 shares (\$64,770.70) are expected to be issued immediately upon receipt of TSXV approval and confirmation of approval to this additional share issuance from a majority of disinterested shareholders of the Company.

Mr. Swanson’s company entered into a debt settlement agreement under which the Company has made certain customary representations and warranties. No other benefits accrue to Mr. Swanson or his company as a consequence of this transaction except the ownership of the shares issued on conversion of the debt.

Prior to completion of the debt settlement, Mr. Swanson, directly and indirectly, owns 944,156 shares of the Company representing approximately 3.6% of the Company's issued and outstanding shares. In addition, Mr. Swanson, directly or indirectly, owns 717,500 warrants exercisable at a price of \$0.10/share until February 18, 2018 and options to acquire 600,000 shares exercisable at a price of \$0.05/share until April 27, 2022. Accordingly, on a partially diluted basis, Mr. Swanson would own 2,261,656 shares representing approximately 8.1% of the then issued shares of the Company.

Upon completion of the proposed debt settlement, assuming that the entire debt is settled and further assuming that Mr. Swanson does not acquire or dispose of any shares currently held by him and that the Company does not issue any additional shares, Mr. Swanson will own 2,872,022 shares, representing approximately 10.1% of the then issued shares. Also, on a partially diluted basis, Mr. Swanson would own 4,189,522 shares representing approximately 14.1% of the then issued shares of the Company.

The terms of the debt settlement were determined by the Company's board of directors, with Mr. Swanson abstaining from voting on the approval thereof.

The completion of this debt settlement will improve the Company's financial situation and it will have a positive working capital position.

The Company determined that an exemption from the formal valuation requirement of MI 61-101 was available under section 5.5(a) of MI 61-101 and that an exemption from the minority shareholder approval requirement of MI 61-101 was available under section 5.7(a) of MI 61-101 (i.e., the fair market value of the shares to be issued does not exceed 25% of the Company's market capitalization at the time the debt settlement was agreed to).

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

For further information, please contact: Conrad Swanson, President & CEO
Tel: 604-317-3090

Item 9. Date of Report

June 2, 2017



International Samuel Exploration Corp.

1104 Premier Street, North Vancouver, BC V7J 2H3

INTERNATIONAL SAMUEL RE-PRICES DEBT SETTLEMENT

May 29, 2017: Vancouver, B.C., Canada- International Samuel Exploration Corp. (TSX-V: ISS) (the “Company”) wishes to announce that it has re-priced the debt settlement with a director and officer previously announced in its April 28, 2017 news release. The Company now proposes to issue a total of 1,927,866 shares at a deemed price of \$0.06/share to settle \$115,672 debt owed to a director and officer, subject to the approval of the TSX Venture Exchange (“TSXV”).

The Company expects to issue 848,355 shares to settle \$50,901.30 of the debt immediately upon receipt of TSXV approval. Thereafter, the Company will seek approval from a majority of disinterested shareholders to permit it to convert the balance of the debt into shares. Upon receipt of such shareholder approval and approval from the TSXV, the Company expects to then issue 1,079,511 shares to settle the remaining debt owed to the director and officer.

This debt settlement is a related party transaction as defined in Multilateral Instrument 61-101- *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). This transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any shares issued to or the consideration paid by such related party will exceed 25% of the Company's market capitalization.

ON BEHALF OF THE BOARD OF DIRECTORS

“Conrad Swanson”

Conrad Swanson
Chairman

For further information, please contact:
International Samuel Exploration Corp.
Telephone: 604-317-3090

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-looking information

Certain statements in this news release constitute “forward-looking” statements. These statements relate to future events or the Company's future performance and include references to the proposed debt settlement, as described in the above news release. All such statements involve substantial known and unknown risks, uncertainties and other factors which may cause the actual results to vary from those expressed or implied by such forward-looking statements. Forward-looking statements involve significant risks and uncertainties, they should not be read as guarantees of future performance or results, and they will not necessarily be accurate indications of whether or not such results will be achieved. Actual results could differ materially from those anticipated due to a number of factors and risks. Although the forward-looking statements contained in this news release are based upon what management of the Company believes are reasonable assumptions on the date of this news release, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements contained in this press release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities regulations.