Form 51-102F3
Material Change Report

1. Name and Address of Company

Xemplar Energy Corp. (the "Company")
Suite T23-01, 3980 Carrigan Court
Burnaby, BC,
V3N 4S6

2. Date of Material Change

March 22, 2006

3. News Release

A news release was issued on March 22, 2006 and disseminated through Canada Stockwatch and Market News.

4. Summary of Material Change

See attached news release.

5. Full Description of Material Change

See attached news release.

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

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

A.G. Gordon-Tydd, President, is knowledgeable about the material change set forth herein and can be reached at (604) 687-4191.

9. Date of Report

March 22, 2006

Xemplar Energy Corp.
Suite T23-01, 3980 Carrigan Court, Burnaby, B.C. V3N 4S6
Tel: 604 681-4191 Fax: 604 871-9926

March 22, 2006 **Symbol: XE**

News Release

Change Option Agreement to Purchase Agreement to Acquire 100 % of Namura Mineral Resources (Proprietary) Limited

Further to its news release dated February 28, 2006, Xemplar Energy Corp.("Xemplar") wishes to announce that it entered into a purchase agreement to replace the option agreement entered into with William Gennen McDowall ("McDowall"), Elite Vantage Development Limited ("Elite"), Luxwing Holdings Limited ("Luxwing") and Namura Mineral Resources (Proprietary) Limited ("Namura") to acquire a 100% interest in the capital stock of Namura, a private company incorporated in the Republic of Namibia (the "Purchase Agreement"). Namura is the beneficial holder of Exclusive Reconnaissance Licenses (ERL's) No: 63, 64 and 65 covering uranium exploration properties in Namibia. It is also the registered holder of a fourth pending ERL application (ERL No: 62). These ERL's cover various uranium occurrences and uranium mineralization types, which include Rossing, Langer Heinrich and sandstone-conglomerate and siltstone hosted epigenetic/diagenetic type deposits.

The terms of the purchase agreement for a 100% interest in the capital stock of Namura require the Company to make cash payment of $600,000 and to issue 6,000,000 common shares to the vendors as follows:

(i) $200,000 to McDowall, $200,000 to Luxwing and $200,000 to Elite upon TSX Venture Exchange approval of the Purchase Agreement;

(ii) 2,000,000 common shares to McDowall, 2,000,000 common shares to Luxwing and 2,000,000 common shares to Elite upon TSX Venture Exchange approval of the Purchase Agreement;

Each property is subject to a 3% net smelter return royalty. The Company has the right to reduce the royalty to 1.5% on each property by paying $3,000,000 per property to McDowall, Elite and Luxwing.

These transactions are subject to regulatory approval.

Xemplar Energy Corp.

"Craig Walker"
Craig Walker
Director

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.