

**Form 51-102F3
Material Change Report**

1. Name and Address of Company

Xemplar Energy Corp. (the "Company")
Suite 306, 595 Howe Street
Vancouver, BC
V6C 2T5

2. Date of Material Change

May 5, 2009

3. News Release

A news release was issued on May 5, 2009 and disseminated through Canada Stockwatch, Market News and Marketwire.

4. Summary of Material Change

The Company provides chemical assay results from its 2008 drill program at Warmbad property.

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

Simon Tam, CEO, is knowledgeable about the material change set forth herein and can be reached at (604) 687-4191.

9. Date of Report

May 5, 2009

May 5, 2009

Press Release

Xemplar Intersects U₃O₈ Mineralization Over 57 Metres at Aluriesfontein

Vancouver, British Columbia, Canada, May 5, 2009 – The Board of Directors of Xemplar Energy Corp. (TSX-Venture: XE, Frankfurt: E7R, Namibia: XEM) (“Xemplar” or the “Company”) is pleased to report the results for a further seventeen drill holes from the Company’s successful 2008-2009 drill program at Aluriesfontein on the Warmbad Uranium project in Namibia.

During the 2008 calendar year, Xemplar completed 40,000 metres of reverse circulation drilling in 230 drill holes primarily at Aluriesfontein and Big Yellow, and at Gaobis and Leopard Trap to a lesser degree. On January 19, 2009, the Company commenced with its 2009 drilling program.

Simon Tam, CEO, states, “Though not all chemical assay results from our 2008 drill program have been received, from an operational perspective, 2008 has been a real success for Xemplar. The results of our drill program have demonstrated continuity of uranium mineralization within eight zones. With the advancements in geological knowledge made by our geologists, the priority targets that have been drilled and are being drilled are finding uranium mineralization over greater widths. The success that we have achieved with our 2008 drill program at Warmbad provides us with the optimism for further success with our 2009 drill program.”

Highlights of chemical assay results from the Company’s 2008 drill program at Aluriesfontein alaskite body are shown in the following table:

<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Hole Inclination</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0093	Area 1	-90°	43	48	5	224.5	0.022%
Including			46	47	1	551.0	0.055%
RCALU0094	Area 5	-90°	49	57	8	101.1	0.010%
			66	78	12	102.3	0.010%
			128	134	6	137.3	0.014%
Including			132	133	1	428.3	0.043%
			160	167	7	102.6	0.010%
Including			166	167	1	251.8	0.025%
			187	197	10	107.8	0.011%
Including			195	196	1	195.9	0.020%
RCALU0095	Area 1	-90°	122	132	10	111.6	0.011%
Including			122	124	2	232.5	0.024%
			160	165	5	142.2	0.014%
RCALU0096	Area 5	-90°	147	153	6	101.5	0.010%
RCALU0097	Area 1	-90°	95	101	6	169.3	0.017%
Including			87	98	1	432.4	0.043%
RCALU0100	Area 5	-90°	20	26	6	168.7	0.017%
Including			21	24	3	236.9	0.024%
			56	64	8	107.4	0.011%
			71	91	20	109.6	0.011%
Including			76	77	1	234.5	0.023%

* Rounded to the nearest 1/1000th of percentile.

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<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Dip</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0100 (cont'd.)			95	101	6	111.4	0.011%
			110	116	6	100.8	0.010%
			138	145	7	106.8	0.011%
			173	186	13	102.8	0.010%
	Including		178	179	1	228.6	0.023%
RCALU0101	North Area 1	-50°	46	54	8	146.9	0.015%
Including			50	51	1	230.7	0.023%
Including			53	54	1	206.0	0.021%
			63	71	8	108.1	0.011%
Including			68	69	1	241.5	0.024%
RCALU0103	Area 5	-90°	34	42	8	101.7	0.010%
RCALU0104	North Area 1	-50°	3	27	24	143.5	0.014%
Including			7	8	1	280.8	0.028%
Including			12	13	1	269.3	0.027%
Including			16	17	1	378.8	0.038%
Including			23	24	1	339.3	0.034%
Including			25	26	1	325.6	0.033%
			104	110	6	100.4	0.010%
RCALU0105	Area 5	-90°	131	140	9	112.0	0.011%
			143	200	57	103.6	0.010%
Including			152	153	1	236.4	0.024%
Including			168	169	1	200.9	0.020%
Including			176	177	1	273.7	0.027%
Including			184	185	1	248.9	0.025%
Including			191	192	1	208.9	0.021%
RCALU0106	Area 3 Extension	-90°	32	62	30	101.1	0.010%
Including			45	46	1	314.5	0.031%
Including			55	56	1	226.4	0.023%
RCALU0109	Area 3 Extension	-90°	50	56	6	153.9	0.015%
Including			51	52	1	205.4	0.021%
Including			54	55	1	227.4	0.023%

* Rounded to the nearest 1/1000th of percentile.

The results in the table above show all intercepts greater than 5 metres and with grades greater than 100 PPM (0.010%) U₃O₈. Please refer to the assay tables in the appendix of this news release for a complete summary of chemical assay results from the above 12 holes, plus seven others, where assay results greater than 100 PPM or 0.010% U₃O₈ over one metre are reported. Further assay results from the 2008 drill program are forthcoming. Drill holes are planned to give true width intercepts.

Drilling continues at Warmbad (currently at Aluriesfontein and Big Yellow) and planning is underway to begin drilling at the Girtis target.

William Harley, Xemplar's President, adds: "We have learnt a great deal about the Aluriesfontein and Big Yellow alaskite bodies over the past 12 months. With our growing confidence in the deposit model at Warmbad, the radioactive anomalies at Girtis are compelling targets. Our priorities for 2009 remain steadfastly focused on defining new uranium zones at Warmbad, extending the size of the eight mineralized zones, and working to develop a resource at one or more of the eight zones that have been discovered. With CDN\$14.5 million cash on

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hand and a current annualized burn rate of CDN\$7.0 million, we are extremely well positioned to carry out our planned activities.”

Mike Magrum, P.Eng., a qualified person under National Instrument 43-101, has approved the technical content of this news release.

On behalf of the Board of Directors,

“Simon Tam”

Simon Tam, CEO and Director
Xemplar Energy Corp.

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Appendix

Detailed Assay Results from Aluriesfontein (using a 100 parts per million <PPM> / 0.01% U₃O₈ cut-off grade)

Drill Hole	Aluriesfontein Zone	Dip	From (metres)	To (metres)	Width (metres)	Grade (parts per million)	Grade (percentage)*
RCALU0092	Area 5	-90°	140	143	3	118.9	0.012%
			155	159	4	104.7	0.010%
			174	178	4	162.4	0.016%
	Including		175	176	1	340.0	0.034%

Drill Hole	Aluriesfontein Zone	Dip	From (metres)	To (metres)	Width (metres)	Grade (parts per million)	Grade (percentage)*
RCALU0093	Area 1	-90°	32	33	1	106.9	0.011%
			43	48	5	224.5	0.022%
	Including		45	46	1	264.4	0.026%
	Including		46	47	1	551.0	0.055%
			51	52	1	153.1	0.015%
			56	59	3	114.8	0.011%
			115	116	1	133.1	0.013%
			155	156	1	113.0	0.011%

Drill Hole	Aluriesfontein Zone	Dip	From (metres)	To (metres)	Width (metres)	Grade (parts per million)	Grade (percentage)*
RCALU0094	Area 5	-90°	49	57	8	101.1	0.010%
			66	78	12	102.3	0.010%
			81	82	1	104.4	0.010%
			128	134	6	137.3	0.014%
	Including		132	133	1	428.3	0.043%
			137	138	1	113.5	0.011%
			140	142	2	109.0	0.011%
			146	150	4	108.7	0.011%
			160	167	7	102.6	0.010%
			166	167	1	251.8	0.025%
			187	197	10	107.8	0.011%
	Including		195	196	1	195.9	0.020%

Drill Hole	Aluriesfontein Zone	Dip	From (metres)	To (metres)	Width (metres)	Grade (parts per million)	Grade (percentage)*
RCALU0095	Area 1	-90°	27	28	1	120.5	0.012%
			44	45	1	103.4	0.010%
			110	113	3	145.5	0.015%
	Including		110	111	1	274.3	0.027%
			122	132	10	111.6	0.011%
	Including		122	124	2	232.5	0.023%
			135	136	1	143.3	0.014%
			141	142	1	149.6	0.015%
			145	146	1	179.7	0.018%
			160	165	5	142.2	0.014%
			168	172	4	160.3	0.016%
	Including		169	170	1	262.4	0.026%

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<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Dip</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0096	Area 5	-90°	86	88	2	118.7	0.012%
			101	102	1	132.1	0.013%
			143	146	3	115.9	0.012%
			147	153	6	101.5	0.010%

<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Dip</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0097	Area 1	-90°	72	76	4	219.7	0.022%
	Including		72	74	2	272.0	0.027%
			95	101	6	169.3	0.017%
	Including		95	96	1	258.7	0.026%
	Including		97	98	1	432.4	0.043%
			104	107	3	144.2	0.014%
	Including		106	107	1	223.5	0.022%
			112	113	1	108.8	0.011%
			131	132	1	144.3	0.014%
			169	171	2	102.7	0.010%
			173	175	2	136.1	0.014%
			191	192	1	122.3	0.012%
			193	194	1	101.2	0.010%
			198	199	1	102.1	0.010%

<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Dip</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0100	Area 5	-90°	20	26	6	168.7	0.017%
	Including		21	24	3	236.9	0.024%
			56	64	8	107.4	0.011%
			71	91	20	109.6	0.011%
	Including		76	77	1	234.5	0.023%
			95	101	6	111.4	0.011%
			110	116	6	100.8	0.010%
			119	122	3	104.2	0.010%
			127	130	3	123.8	0.012%
			138	145	7	106.8	0.011%
			155	156	1	121.6	0.012%
			173	186	13	102.8	0.010%
	Including		178	179	1	228.6	0.023%

<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Dip</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0101	North Area 1	-50°	46	54	8	146.9	0.015%
	Including		50	51	1	230.7	0.023%
	Including		53	54	1	206.0	0.021%
			63	71	8	108.1	0.011%
	Including		68	69	1	241.5	0.024%
			104	106	2	127.5	0.013%
			108	109	1	106.2	0.011%
			112	113	1	154.4	0.015%
			197	200	3	172.4	0.017%
	Including		198	199	1	266.3	0.027%

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<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Dip</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0102	Area 3 Extension	-90°	12	16	4	107.9	0.011%
			48	50	2	114.7	0.011%
			51	53	2	126.2	0.013%

<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Dip</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0103	Area 5	-90°	34	42	8	101.7	0.010%

<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Dip</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0104	North Area 1	-50°	3	27	24	143.5	0.014%
Including			7	8	1	280.8	0.028%
Including			12	13	1	269.3	0.027%
Including			16	17	1	378.8	0.038%
Including			23	24	1	339.3	0.034%
Including			25	26	1	325.6	0.033%
			36	37	1	110.2	0.011%
			43	44	1	112.8	0.011%
			54	57	3	112.0	0.011%
			74	75	1	115.9	0.012%
			78	80	2	133.3	0.013%
			89	91	2	176.7	0.018%
			104	110	6	100.4	0.010%
			152	153	1	102.8	0.010%

<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Dip</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0105	Area 5	-90°	70	71	1	139.1	0.014%
			109	110	1	123.1	0.012%
			113	114	1	133.3	0.013%
			116	117	1	101.0	0.010%
			131	140	9	112.0	0.011%
Including			139	140	1	223.0	0.022%
			143	200	57	103.6	0.010%
Including			152	153	1	236.4	0.024%
Including			168	169	1	200.9	0.020%
Including			176	177	1	273.7	0.027%
Including			184	185	1	248.9	0.025%
Including			191	192	1	208.9	0.021%

<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Dip</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0106	Area 3 Extension	-90°	26	27	1	127.5	0.013%
			32	62	30	101.1	0.010%
Including			45	46	1	314.5	0.031%
Including			55	56	1	226.4	0.023%

<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Dip</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0107	Area 4	-90°	112	116	4	100.3	0.010%
			120	121	1	113.2	0.011%
			126	127	1	109.2	0.011%
			132	133	1	112.4	0.011%

<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Dip</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0108	Area 3	-50°	10	12	2	114.4	0.011%
			31	32	1	113.4	0.011%
			38	39	1	146.4	0.015%
			71	73	2	130.7	0.013%
			155	156	1	142.1	0.014%

<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Dip</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0109	Area 3 Extension	-90°	0	1	1	155.1	0.015%
			4	8	4	116.0	0.012%
			9	10	1	116.5	0.012%
			11	12	1	106.1	0.011%
			44	45	1	130.7	0.013%
			50	56	6	153.9	0.015%
			51	52	1	205.4	0.021%
			54	55	1	227.4	0.023%
			125	126	1	110.7	0.011%

<i>Drill Hole</i>	<i>Aluriesfontein Zone</i>	<i>Dip</i>	<i>From (metres)</i>	<i>To (metres)</i>	<i>Width (metres)</i>	<i>Grade (parts per million)</i>	<i>Grade (percentage)*</i>
RCALU0110	Area 4	-90°	63	64	1	144.7	0.014%
			137	138	1	106.6	0.011%

* Rounded to the nearest 1/1000th of percentile.

Disclaimer and Cautionary Statement Regarding Forward-Looking Information

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Xemplar Energy Corp. seeks safe harbor.