Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Xemplar Energy Corp. (the "Company")
3467 Commercial Street
Vancouver, BC
V5N 4E8

Item 2 Date of Material Change

June 6, 2012

Item 3 News Release

A news release was issued under section 7.1 of National Instrument 51-102 and transmitted by Marketwire, Incorporated on June 6, 2012 and is attached hereto as Schedule A.

Item 4 Summary of Material Change

On June 6, 2012, the Company announced that it has entered into a purchase agreement with two arm's-length private companies located in Texas dated June 5, 2012 pursuant to which the Company will acquire land and equipment used for the growing, harvesting, sale and exporting of pecan crops in Culberson County, Texas (the "Acquisition").

Upon completion of the Acquisition, the Company will have two distinct business segments which will constitute a change of business under the policies of the TSX Venture Exchange (the "Exchange"), and is expected that the Company will be listed under the "industrial" industry segment of the Exchange.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to the news release attached hereto as Schedule A.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Neither subsection 7.1(2) nor (3) is being relied upon.

Item 7 Omitted Information

No Information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Ron Mitchell
Director
Telephone: (604) 687-4191

Item 9 Date of Report

June 6, 2012

Schedule A

XEMPLAR ENERGY CORP.
3467 Commercial Street, Vancouver, B.C. V5N 4E8
Phone: (604) 687-4191 / Facsimile: (604) 871-9926

NEWS RELEASE

XEMPLAR ANNOUNCES AGREEMENT TO ACQUIRE PECAN PROPERTY AND CHANGE OF BUSINESS

TSX-V: XE
Frankfurt: E7R
Namibia: XEM

VANCOUVER/ June 6, 2012/ - Xemplar Energy Corp. (the "Company") (TSX-V: XE) is pleased to announce that it has entered into a purchase agreement (the "Purchase Agreement") with two arm's-length private companies located in Texas (collectively, the "Vendors"), dated June 5, 2012 pursuant to which the Company will acquire land and equipment (the "Property") used for the growing, harvesting, sale and exporting of pecan crops in Culberson County, Texas (the "Acquisition").

The Company's current business is the exploration and development of uranium prospects in Namibia; however, the continued weak uranium market, compounded by last year's Fukushima disaster, has led management to investigate cash generative alternative business opportunities available to the Company.

Upon completion of the Acquisition, the Company will have two distinct business segments which will constitute a change of business under the policies of the TSX Venture Exchange (the "Exchange"), and is expected that the Company will be listed under the "industrial" industry segment of the Exchange.

The Company intends to pursue growth strategies within the pecan industry by maximizing the use of the Property consisting of 3764 acres of land, of which only 680 acres are planted with pecan trees allowing considerable room for growth. The Company also intends to introduce more efficient farming techniques to increase the yield per acre and to take an active role in distribution, trading and export sales. The Property has been in production for approximately 40 years and operated by the Vendors for the past 20 years.

The Acquisition constitutes a change of business transaction under the policies of the Exchange. Trading of the Company's common shares on the Exchange will remain halted until satisfactory documentation to effect a resumption of trading is filed with the Exchange, or the proposed transaction is terminated. The Company is seeking an exemption from the Exchange's sponsorship requirements. There is no guarantee that such exemption will be provided by the Exchange.

Summary of the Acquisition

Pursuant to the terms of the Purchase Agreement, the Company will acquire the Property for aggregate consideration of US$9,000,000 payable in cash to the Vendors, which purchase price includes the cost of the Property and will also compensate the Vendors for any crop expenses incurred by the Vendors for the 2012-growing-season prior to the completion of the Acquisition (the "Purchase Price"). Completion of the Acquisition is expected to take place on or about August 1, 2012 (the "Closing"), or such other date as agreed to by the Company and the Vendors. The Company will be entitled to any of the 2012-growing-season pecan crop harvested prior to and after Closing.

Pursuant to the terms of the Purchase Agreement, the Company paid US$100,000 in cash (the "Earnest Money") to the Vendors. The amount of the Earnest Money will be applied to the Purchase Price for the Property upon Closing unless the Company fails to perform its obligations under the Purchase Agreement at Closing, in which case the Vendors will retain the Earnest Money. During the period for due diligence which terminates on July 9, 2012, the Company, in its sole discretion and for any reason, has the option to terminate the Purchase Agreement and receive the return of the Earnest Money.

In addition to regulatory and shareholder approval, completion of the Acquisition is conditional upon the Property not having been materially and adversely affected in value of at least US$150,000 subsequent to the execution of the Purchase Agreement and prior to Closing.

No shares or other securities of the Company will be issued in connection with the Acquisition. The Purchase Price for the Acquisition is expected to be financed with a combination of agricultural loans and cash from the Company's existing resources.

No non-arm's length party (as such term is defined under Exchange policies) of the Company has any direct or indirect beneficial interest in the Property or is an insider of the Vendors, and there is no relationship between any non-arm's length party of the Company and any non-arm's length party of the Vendors.

Completion of the Acquisition is subject to a number of conditions, including Exchange acceptance and disinterested shareholder approval. The Acquisition cannot close until the required shareholder approval is obtained. There can be no assurance that the Acquisition will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular to be prepared in connection with the Acquisition, any information released or received with respect to the change of business may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

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

On behalf of the Board of Directors of

XEMPLAR ENERGY CORP.

"Ron Mitchell"
Chairman and Director

Neither 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.

Certain statements contained in this press release may include forward-looking information with respect to the Company's operations and future financial results. Such statements are based on current expectations, are subject to a number of uncertainties and risks, and actual results may differ materially from those contained in such statements. Further information can be found in the disclosure documents filed by the Company at www.sedar.com.