Form 51-102F3
Material Change Report

1. Name and Address of Company

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

2. Date of Material Change

September 5, 2012

3. News Release

A news release was issued on September 5, 2012 and disseminated through Canada Stockwatch and Market News.

4. Summary of Material Change

The Company announces lawsuit and management change.

5. Full Description of Material Change

On August 14, 2012 a lawsuit was filed against the Company and its directors by Grand River Capital, LLC, a Texas limited liability company in Culberson County, Texas, whose principal is Thomas Dans (the "suit"). The suit alleges various causes of action and seeks unspecified damages based upon the plaintiff's frivolous claims for an undisclosed finder's fee related to the pecan farm property in Culberson County, Texas (the "Property") that the Company has contracted to purchase. Mr. Dans and Company director, William F. Harley III, are co-investors in Texana Pecan Investors, LLC, ("Texana") a Texas limited liability company that unsuccessfully attempted to acquire the Property in late 2010. The Company has hired Texas counsel, performed its due diligence, and has concluded that the plaintiff's claims are wholly without merit. The Company has answered, denying liability, and plans to contest the case vigorously. The Company has also filed a counterclaim against the plaintiff alleging tortious interference in the Company's contract to acquire the Property and seeks damages against plaintiff, Mr. Dans, and others related thereto. The Sellers of the Property have extended the closing date under the Property purchase agreement to October 2, 2012 and are fully cooperating with the Purchaser in connection with the suit.

The Company further announces that William F. Harley III no longer serves as President of the Company and continues to serve as a member of the Board of Directors. The Company has named Mr. Harley, as a defendant in the suit.

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
(604) 687-4191

9. Date of Report

September 6, 2012