FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

Sama Resources Inc./Ressources Sama Inc.
Suite 1825, 1055 West Hastings Street
Vancouver, British Columbia V6E 2E9

Item 2 Date of Material Change

State the date of the material change.

May 13, 2013

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

News releases were disseminated on May 9, 2013 and May 14, 2013 to the TSX Venture Exchange, as well as through various other approved public media and were filed on SEDAR with the securities commissions of British Columbia and Alberta.

Item 4 Summary of Material Change(s)

On May 13, 2013 (the "**Effective Date**"), Sama Resources Inc. ("**Sama**" or the "**Company**") continued its jurisdiction of incorporation from British Columbia into the federal jurisdiction of Canada under the *Canada Business Corporations Act* (the "**Continuance**"). As of the Effective Date:

- the Company adopted Articles of Continuance which replaced the Articles and Notice of Articles of the Company;
- the Company's name is "Sama Resources Inc./Ressources Sama Inc." and the Company may refer to either of the English or French version as it so determines;
- the Company altered its share capital to consist of an unlimited number of common shares and an unlimited number of preferred shares, all without par value; and
- the Company implemented By-law No. 1 as the general by-law of the Company and incorporated into By-law No. 1 advance notice by-laws (the "**Advance Notice By-law**"), requiring advance notice of director nominees from shareholders.

Shareholders of the Company approved the Continuance and the foregoing matters at the Company's annual general and special meeting of shareholders held on May 8, 2013.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On the Effective Date, Sama continued its jurisdiction of incorporation from British Columbia into the federal jurisdiction of Canada under the *Canada Business Corporations Act*. As of the Effective Date:

- the Company adopted Articles of Continuance which replaced the Articles and Notice of Articles of the Company;

- the Company's name is "Sama Resources Inc./Ressources Sama Inc." and the Company may refer to either of the English or French version as it so determines;

- the Company altered its share capital to consist of an unlimited number of common shares and an unlimited number of preferred shares, all without par value; and

- the Company implemented By-law No. 1 as the general by-law of the Company and incorporated into By-law No. 1 the Advance Notice By-law, requiring advance notice of director nominees from shareholders.

Shareholders of the Company approved the Continuance and the foregoing matters at the Company's annual general and special meeting of shareholders held on May 8, 2013.

The purpose of the Advance Notice By-law is to provide shareholders, directors and management of Sama with a clear framework for nominating directors of the Company at shareholder meetings. Sama is committed to: (i) facilitating an orderly and efficient annual general or, where the need arises, special meeting, process; (ii) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information regarding all director nominees; and (iii) allowing shareholders to register an informed vote after having been afforded reasonable time for appropriate deliberation. The Advance Notice By-law is intended to further these objectives.

The Advance Notice By-law, among other things, includes a provision that requires advance notice to the Company in certain circumstances where nominations of persons for election to its board of directors are made by shareholders of the Company. The Advance Notice By-law fixes a deadline by which director nominations must be submitted to the Company prior to any annual or special meeting of shareholders and sets forth the information that must be included in such notice to the Company. No person will be eligible for election as a director of Sama unless nominated in accordance with the Advance Notice By-law.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 days and not more than 65 days prior to the date of the annual meeting; provided, however, that, in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the 10th day following such public announcement.

In the case of a special meeting of shareholders called for the purpose of electing directors (whether or not called for other purposes), notice to the Company must be made not later than the 15th day following the day on which the first public announcement of the date of the special meeting was made.

5.2 Disclosure for Restructuring Transactions

Not applicable.

PURSUANT TO SECTION 4.9 OF NATIONAL INSTRUMENT 51-102
(Change In Corporate Structure)

Names of the Parties to the Transaction

Sama Resources Inc./Ressources Sama Inc.

Description of the Transaction

See above.

Effective Date of the Transaction

See above.

Names of each party, if any, that ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

Not applicable.

Date of Reporting Issuer's first financial year-end subsequent to the Transaction, if applicable

Not applicable.

Periods, including comparative periods, if any, of the interim and annual financial statements required to be filed for the Reporting Issuer's first financial year subsequent to the Transaction, if applicable

Not applicable.

Documents that were filed under the Instrument that describe the Transaction and where those Documents can be found in Electronic Format, if applicable

The following documents can be found on Sama's profile page at SEDAR at www.sedar.com:

- Certificate and Articles of Continuance and By-law No. 1 dated as of May 13, 2013, filed on SEDAR on May 14, 2013.
- news release dated May 14, 2013 announcing, among other things, the Effective Date of the Continuance, filed on SEDAR on May 14, 2013.
- news release dated May 9, 2013 announcing the results of its annual general and special meeting of shareholders, the adoption of the Advance Notice By-law and a corporate update, filed on SEDAR on May 9, 2013.
- management information circular and notice of meeting dated as of March 11, 2013, certificate re dissemination to shareholders and form of proxy, filed on SEDAR on April 9, 2013.
- notice of the meeting and record dates for its annual general and special meeting of shareholders to be held on May 8, 2013, filed on SEDAR on February 14, 2013.

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

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102, state the reasons for that reliance.

Not applicable

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

Not applicable

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Mr. Bryan McKenzie
Chief Financial Officer
Tel: (604) 443-3834

Item 9 Date of Report

May 16, 2013