Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Foraco International SA (the "Company" or "Foraco")
c/o Foraco Canada Ltd.
140 Pinewood Park Drive
North Bay, Ontario P1B 8Z4

Item 2. Date of Material Change

May 26, 2010

Item 3. News Release

The news release was issued at Toronto, Ontario on May 27, 2010 and disseminated via Canada NewsWire.

Item 4. Summary of Material Change

On May 27, 2010, the Company announced that it had completed the acquisition of all of the outstanding shares of Adviser Drilling SA ("Adviser") and D.I. Sociedad Anonima ("DISA")(the "Acquisition") previously announced on March 9, 2010.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On May 27, 2010, the Company announced that it had completed the acquisition of all of the outstanding shares of Adviser and DISA previously announced on March 9, 2010.

Adviser provides diamond and reverse circulation drilling services since 2005 for major and junior mining companies in Chile, Argentina and Mexico. Headquartered in Santiago Chile, Adviser has subsidiaries in Argentina and Mexico. Adviser's fleet consists of 51 modern diamond and reverse circulation drill rigs as well as ancillary equipment, supported by skilled managers and workers. Adviser generated approximately US$59 million revenue in 2009.

The Acquisition was overwhelmingly approved by the shareholders of Foraco at an extraordinary shareholders meeting held on May 18, 2010. Shareholders also approved, concurrently with closing of the Acquisition, an increase to the size of the Board of Directors of Foraco to seven (7) directors with the appointment of each of Jorge Hurtado and Gonzalo van Wersch, who are both directors of Adviser.

Caution concerning forward-looking statements

This document contains "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws, including the Company's expectations regarding Adviser's revenues. These statements and information include estimates, forecasts, information and statements as to Management's expectations with respect to, among other things, the future financial or operating performance of the Company and capital and operating expenditures. Often, but not always, forward-looking statements and information can be identified by the use of words such as "may", "will", "should", "plans", "expects", "intends", "anticipates", "believes", "budget", and "scheduled" or the negative thereof or variations thereon or similar terminology. Forward-looking statements and information are necessarily based upon a number of estimates and assumptions that, while considered reasonable by Management, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Readers are cautioned that any such forward-looking statements and information are not guarantees and there can be no assurance that such statements and information will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are disclosed under the heading "Risk Factors" in the Company's Annual Information Form dated March 31, 2010, which is filed with Canadian regulators on SEDAR (www.sedar.com). The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements and information whether as a result of new information, future events or otherwise. All written and oral forward-looking statements and information attributable to Foraco or persons acting on our behalf are expressly qualified in their entirety by the foregoing cautionary statements.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

No significant facts remain confidential and no information has been omitted in this report.

Item 8. Executive Officer

Name of Executive Officer: Jean-Pierre Charmensat
Vice-Chief Executive Officer

Telephone Number: 011 33 4 96 15 13 68

Item 9. Date of Report

June 8, 2010.