

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

PetroKamchatka Plc
c/o PetroKamchatka Services Ltd.
Suite 1000, 505 - 3 Street S.W.
Calgary, AB T2P 3E6

(hereinafter "**PetroKamchatka**" or the "**Corporation**")

Item 2: Date of Material Change

June 26, 2012

Item 3: Press Release

A Press Release setting out information in respect of the material change described herein was issued on Tuesday, June 27, 2012 and disseminated by Canada Newswire.

Item 4: Summary of Material Change

On June 26, 2012, the Corporation entered into a non-arms length farm-in agreement ("Farm-in Agreement") with East Siberian Resources Ltd. ("ESR") in regards to three exploration and production licences held by ESR in Russia. The Corporation also announced that it will convene a special meeting of shareholders to approve a share consolidation and name change. In addition, the Corporation also announced that its Cyprus-based subsidiary PetroKamchatka Resources Ltd. recently sold its HighKelly drilling rig.

Item 5: Full Description of Material Change

The Farm-in Agreement provides that the Corporation may earn up to a 51% equity stake in two wholly-owned Cyprus subsidiaries of ESR, Elranio Holdings Ltd. ("Elranio") and Lesona Holdings Ltd. ("Lesona" and Elranio and Lesona collectively, the "Holding Companies"). Elranio indirectly holds, through CJSC Pacific Oil Resources ("Pacific Oil"), a Russian entity, a 100% interest in an exploration and production license located on the eastern onshore portion of the Sakhalin Island. Lesona indirectly holds, through LLC Mezhrregionalnaya Toplivnaya Kompaniya ("MTK"), a Russian entity, one oil production licence and one exploration and production licence located in Eastern Siberia. ESR is owned 100% by the Alltech Group ("Alltech" www.alltech.ru) of the Russian Federation, a private direct investment company. The Farm-in Agreement is considered by the TSX Venture Exchange ("TSXV") to be a non-arms length transaction because of the past cross-directorships held by the Corporation's two new directors, Mr. Maxim Sidorin and Dr. Vyacheslav Pershukov

The Corporation intends to pursue a fund raising for approximately USD\$50 million to fully fund the work program contemplated by the Farm-in Agreement (the "Work Program") and for general corporate purposes. The fund raise is proposed to be undertaken by a brokered private placement of common shares of

the Corporation (the "PetroKamchatka Shares") at a market determined price (the "Private Placement").

Commencement of the Work Program is subject to a number of conditions including: (i) the ability to raise at least US\$15 million pursuant to the Private Placement (the "Initial Financing") in order to earn an initial 20% of the shares of Elranio (as set forth below); (ii) shareholder approval of the proposed share consolidation and name change; and (iii) the approvals of the TSXV. Pursuant to the Farm-in Agreement, the Initial Financing is to be completed before December 31, 2012. The TSXV requirements include, amongst other things: (i) an independent oil and gas reserve report prepared in accordance with National Instrument 51-101 (the "Report") in respect of the licences subject to the farm-in agreement; (ii) title opinions; and (iii) evidence as to closing of the Initial Financing.

Shareholder agreements will be entered into with each of the Holding Companies to ensure the Corporation has: (i) provisions for operatorship; (ii) two directorships out of four for each Holding Company; (iii) upside area growth protection through a defined area of mutual interest (AMI); and (iv) other related items.

The farm-in for 51% of the Elranio shares is based upon the funding of the following potentially staged earn-in work programs to be performed in relation to the Prizalivnaya Licence held by Elranio:

1. a 20% shareholding in Elranio will be earned following a US\$15MM investment by the Corporation in Elranio for drilling the first development well;
2. a 20% shareholding in Elranio will be earned following an additional US\$10MM investment by the Corporation in Elranio for drilling of the second development or delineation well; and
3. an 11% shareholding in Elranio will be earned following an additional US\$5MM investment by the Corporation in Elranio for shooting 200 km of 2D seismic or an equivalent agreed upon 3D seismic program.

The farm-in for 51% of the Lesona shares is based upon the following potentially staged earn-in funding for work program performed in relation to the Verkhnepitskaya Licence and Borschevskaya Licences held by Lesona:

1. a 26% shareholding in Lesona will be earned following a US\$10MM investment by the Corporation in Lesona for drilling the first delineation well (1P) on the Borschevskaya Licence; and
2. a 25% shareholding in Lesona will be earned following an additional US\$10MM investment by the Corporation in Lesona for shooting 300 km of 2D seismic on the Borschevskaya Licence; and shooting 700 km of 2D seismic on the Verkhnepitskaya Licence.

The Corporation is only entitled to earn-in as set out above until the date that is three (3) years after the date that the Initial Fund Raise closes.

In connection with the Farm-in Agreement, the Corporation will seek shareholder approval for: (i) a corporate name change to "EastSiberian Plc" ("Name Change"); and (ii) a 100:1 share consolidation (the "Consolidation"). The Corporation expects to hold a special meeting of shareholders (the "Shareholder Meeting") to conduct the foregoing business on or about August 22, 2012.

Item 6: Reliance on Subsection 7.1(2) of NI 51-102

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

Graeme Phipps, President and Chief Executive Officer

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E-mail: ghipps@petrokamchatka.com

Item 9: Date of Report

June 28, 2012.