

**Form 51-102F3**  
**Material Change Report**  
**Under Subsection 7.1(1) of National Instrument 51-102**

**Item 1**      **Reporting Issuer**

Samaranta Mining Corporation (the “Company”)

**Item 2**      **Date of Material Change**

February 19, 2013

**Item 3**      **News Release**

A news release was issued on February 19, 2013, through Marketwire and Stockwatch and has been SEDAR filed with the British Columbia Securities Commission.

**Item 4**      **Summary of Material Change**

**Samaranta Responds to Announcement of Unsolicited Takeover Bid**

**Item 5**      **Full Description of Material Change**

**February 19, 2013 - Vancouver, British Columbia – Samaranta Mining Corporation (TSXV – SAX) (the “Company”)** acknowledges that it has become aware of the news release dated February 19, 2013 by Samarium Group Holding Ltd. (“**Samarium**”) that Samarium intends to make an unsolicited offer (the “**Samarium Offer**”) to purchase not less than 51% of the issued and outstanding shares of the Company.

Volkmar Hable, Executive Vice-President of Mining and Exploration of Samaranta, and a former director of Samaranta Mining Corporation (the Board of Directors received his resignation on February 12, 2013), is noted as a director of Samarium. Despite this relationship, the Company had no prior knowledge of the Samarium Offer and has not had any communications with Mr. Hable with respect to the Samarium Offer, except for a letter of intent forwarded yesterday that merely re-iterates the contents of Samarium’s news release. The Company is therefore unable to make any determinations regarding the offer or its validity.

Shareholders should note that the Samarium Offer does not constitute a formal takeover bid yet. In order for the takeover bid to be valid, Samarium must comply with applicable securities laws, which includes, but is not limited to, the preparation and delivery of a formal takeover bid circular. None-the-less, the Board of Directors of the Company, consistent with its fiduciary duties and acting upon consultation with its advisors, will consider and evaluate the unsolicited proposal received from Samarium

and will pursue a course of action which the Board believes is in the best interest of the Company and its shareholders.

**The Company advises its shareholders not to take any action in respect of the Samarium Offer until shareholders have received further advice from the Board of Directors of the Company.**

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

This report is not being filed on a confidential basis

**Item 7**      **Omitted Information**

No information has been intentionally omitted from this form.

**Item 8**      **Senior Officers**

For further information, contact Dan Fish, Interim CEO of the Company at 503-278-7070.

**Item 9**      **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, on February 19, 2013

*"Dan Fish"*

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Dan Fish  
Interim CEO