

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Valencia Ventures Inc.
65 Queen Street West
Suite 815
Toronto, Ontario
M5H 2M5

Item 2 Date of Material Change

May 4, 2012

Item 3 News Release

A news release was issued by Valencia Ventures Inc. ("**Valencia**") on May 4, 2012 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On May 4, 2012, Valencia announced that it had closed its previously announced private placement of 10,000,000 common shares (the "**Shares**") at a price of \$0.05 per Share for gross proceeds of \$500,000 (the "**Offering**").

Item 5 Full Description of Material Change

On May 4, 2012, Valencia announced that it had closed its previously announced Offering of 10,000,000 Shares at a price of \$0.05 per Share for gross proceeds of \$500,000. The Shares issued pursuant to the Offering are subject to a four month hold period under applicable Canadian securities laws. Valencia expects to use the proceeds for working capital purposes.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Fred Leigh
President & Chief Executive Officer
(416) 861-5933
fleigh@forbesmanhattan.com

Item 9 Date of Report

May 14, 2012

Certain information set forth in this document contains "forward-looking information" under applicable securities laws. Except for statements of historical fact, certain information contained herein constitutes forward-looking information, including statements with respect to the proposed use of proceeds from the Offering, management's assessment of Valencia future plans and operations, which statements are based on Valencia's current internal expectations, estimates, projections, assumptions and beliefs, which may prove to be incorrect. Some of the forward-looking information may be identified by words such as "expects" "anticipates", "believes", "projects", "plans", and similar expressions. These statements are not guarantees of future performance and undue reliance should not be placed on them. Such forward-looking information necessarily involve known and unknown risks and uncertainties, which may cause Valencia's actual performance and financial results in future periods to differ materially from any projections of future performance or results expressed or implied by such forward-looking information. These risks and uncertainties include, but are not limited to: liabilities inherent in mine development and production; geological, mining and processing technical problems; Valencia's inability to obtain required mine licenses, mine permits and regulatory approvals required in connection with mining and mineral processing operations; title matters; foreign operations issues; local community issues; competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel; incorrect assessments of the value of acquisitions; changes in commodity prices and exchange rates; currency and interest rate fluctuations; various events which could disrupt operations and/or the transportation of mineral products, including labour stoppages and severe weather conditions; the demand for and availability of rail, port and other transportation services; and management's ability to anticipate and manage the foregoing factors and risks. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Valencia undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking information.