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

November 13, 2013

Item 3 News Release

A news release was issued by Valencia Ventures Inc. ("**Valencia**" or the "**Company**") on November 13, 2013 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On November 13, 2013, Valencia announced that effective the opening of trading on November 14, 2013, Valencia's stock exchange listing would be transferred to the Exchange's NEX board ("**NEX**") as a result of the Company's failure to meet the Continued Listing Requirements as a Tier 2 issuer on the TSXV.

Item 5 Full Description of Material Change

On November 13, 2013, Valencia announced that effective the opening of trading on November 14, 2013, Valencia's stock exchange listing would be transferred to the NEX as a result of the Company's failure to meet the Continued Listing Requirements as a Tier 2 issuer on the TSXV. The Company's common shares commenced trading under the symbol VVI.H. There is no change in the Company's name, no change in its CUSIP number and no consolidation of capital.

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

Brett New
President & Chief Executive Officer
(416) 861-5933
bnew@forbesmanhattan.com

Item 9 Date of Report

November 13, 2013

This document contains "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results to be materially different from those expressed or implied by such forward-looking information. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.