FORM 51-102F3
Material Change Report

Item 1. **Name and Address of Company**

MPH VENTURES CORP.
Suite 2230 – 885 West Georgia Street,
Vancouver, B.C.
V6C 3E8

Telephone: (604) 687-3376
Fax: (604) 687-3119

Item 2. **Date of Material Change**

February 04, 2008

Item 3. **News Release**

The date of the press release issued pursuant to Section 7.1 of National Instrument 51-102 with respect to the material change disclosed in this report is **February 04, 2008.** The press release was issued in Vancouver, British Columbia.

Item 4. **Summary of Material Change**

MPH Ventures Announces Consulting Agreement with Robert Marvin, P. Eng.

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

Vancouver, BC – MPH Ventures Corp. (TSX-V: MPS) (the "Company") is pleased to announce that it has entered into a Consulting Agreement with Mr. Bob Marvin, P.Eng. Mr. Marvin has been retained to provide technical and consulting services to the Company and to assist the Company's project manager, Dave Busch, P.Geo., with its 10,000 metre ongoing drill program at its Pidgeon Molybdenum Deposit located in NW Ontario. Mr. Marvin will also assist with certain aspects of the Company's other Canadian projects. The Company has agreed to pay Mr. Marvin $1,000 per month, plus his professional services at the prevailing industry rate for the purpose of exploring and development of MPH Ventures' mineral projects. The initial term of the Agreement is for a period of six months and thereafter will be automatically renewed for a further term. The Company will also grant Mr. Marvin incentive stock options from time to time.

MPH Ventures also announces that pursuant to its stock option plan, the Company has granted incentive stock options to Mr. Marvin to purchase up to an aggregate of 50,000 common shares in the capital stock of the Company**,** exercisable for a period of two years, at a price of $0.29 per share. The Company's 10% rolling stock option plan was approved by the shareholders at the

Annual General Meeting of the Company held on October 25, 2007. These options are subject to a four-month hold period.

MPH Ventures Corp. is a gold, silver, and molybdenum exploration company focused on mineral development within Canada and Latin America.

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

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Executive Officer**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report:

Donald C. Huston, Director
Phone: (604) 687-3376

Item 9. **Date of Report**

February 04, 2008