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

April 07, 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 **April 07, 2008.** The press release was issued in Vancouver, British Columbia.

Item 4. Summary of Material Change

Non Flow-Through and Flow-Through Private Placements Announced
Previous Private Placement Cancelled

Item 5. Full Description of Material Change

Vancouver, BC – MPH Ventures Corp. (TSX-V: MPS) (FWB: IJA1) (the "Company") announces it has arranged a non-brokered private placement of up to 2,000,000 non flow-through unit at a price of $0.20 per unit to raise gross proceeds of up to $400,000. Each non flow-through units consists of one non flow-through common share and one non-transferable share purchase warrant, with each warrant to entitle the holder to purchase one non flow-through common share for a period of two years at a price of $0.20 per share.

The Company also announces that it has arranged a non-brokered private placement of up to 4,000,000 flow-through units at a price of $0.20 per unit to raise additional gross proceeds of $800,000. Each flow-through unit consists of one flow-through common share and one non-transferable share purchase warrant, with each warrant to entitle the holder to purchase one non flow-through common share for a period of two years at a price of $0.30 per share in the first year and $0.35 per share in the second year.

The Company may pay a 7.5% finder's fee, payable in cash or non flow-though units, in connection with part of this private placement offering.

The private placements are subject to the acceptance of the TSX Venture Exchange.

The Company announces it will not be proceeding with the private placement as announced March 14, 2008.

MPH Ventures Corp. is a molybdenum and precious metal 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:

James G. Pettit, President
Phone: (604) 687-3376

Item 9. **Date of Report**

April 07, 2008