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**

May 01, 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 **May 01, 2008.** The press release was issued in Vancouver, British Columbia.

Item 4. **Summary of Material Change**

MPH Ventures Closes Private Placements with MineralFields Group and Others

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

Vancouver, BC – MPH Ventures Corp. (TSX-V: MPS) (FWB: IJA1) (the "Company") announces that it has issued a total of 2,970,000 units pursuant to the first tranche closing of a flow-through private placement and a non-flow-through private placement originally announced April 7, 2008.

A total of 2,000,000 flow-through units and 970,000 non-flow-through units were issued, in each case at $0.20 per unit. Each flow-through unit consists of one flow-through common share and one share purchase warrant which entitles the holder to purchase one additional common share for a period of one year from the date of issue at a price of $0.30 per share and thereafter for a further one year from the date of issue, at a price of $0.35 per share. Each non-flow-through unit consists of one common share and one share purchase warrant which entitles the holder to purchase one additional common share for a period of two years from the date of issue, at a price of $0.20 per share.

The MineralFields Group acquired 2,000,000 of the 4,000,000 flow-through units offered. "We are very pleased to be entering into this relationship with MineralFields Group" said James G. Pettit, President and CEO. "This is an important milestone in the growth of MPH Ventures Corp. and we look forward to working with MineralFields Group as we develop our holdings in the on the Company's 100% owned Pidgeon Molybdenum Deposit project located at the east end of Lateral Lake near Dryden in NW Ontario."

The common shares and warrants issued under the placements, and any shares issued pursuant to the exercise of the share purchase warrants, are subject to a four month hold period under applicable securities laws and imposed by the TSX Venture Exchange expiring September 1, 2008.

The Company paid cash finders' fees totalling $30,000 in connection with the flow-through private placement and issued 17,000 non-flow-through units as a finder's fee in connection with the non-flow-through private placement. The 17,000 finder's units have the same terms and conditions as the units issued under the non-flow-through private placement described in the foregoing.

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**

May 01, 2008