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 12, 2009

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 12, 2009.** The press release was issued in Vancouver, British Columbia.

Item 4. **Summary of Material Change**

MPH Ventures acquires five gold properties in Southeastern Ontario.

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

The Company is pleased to announce that it has entered into an acquisition agreement (the "Agreement") with certain vendors (the "Vendors") to acquire a 100% interest in five non-contiguous gold exploration properties referred to as the Raney Project, Big Mac property, Geneva Lake property, Shining Gold property and Gould Gold property comprised of approximately 735 hectares located in the Porcupine, Sudbury, Larder Lake and Sault Ste. Marie Mining Divisions of southeastern Ontario (the "Properties"). The Properties host gold showings in varying stages of exploration, discovered, and developed by the vendors.

The Raney Gold Property, located 110 km southwest of Timmins, covers several historical gold occurrences. Previous operators identified a gold bearing silica-pyrite-sericite alteration system intersected with three diamond drill holes. The alteration system contains two parallel zones spaced approximately 20 metres apart. The wider lower zone contains higher gold grades (Table 1), including a 13.77 gm/t Au over a 1.70 m interval (R-08-4). The holes were completed on two sections spaced 50 metres apart.

Table 1 – Raney Gold Project Historical DDH Intersections

DDH	Zone	From m	To m	Width m	Assay gm/t
R-99-01	Upper	127.00	134.00	7.00	0.84
R-99-01	Lower	150.90	159.80	8.90	2.91
R-08-03	Upper	202.90	204.40	1.50	1.62
R-08-03	Lower	222.50	225.50	3.00	3.59
R-08-04	Upper	80.20	86.20	6.00	0.80
R-08-04	Lower	109.70	125.20	15.50	2.76
R-08-04	Lower	109.70	111.40	1.70	13.77

* The Company has not yet completed the work necessary to verify the historical results and since they are historical in nature and are non-compliant with NI 43-101, the results should not be relied upon.

Exploration will commence on the Raney Project with a diamond drill program to establish general geometry and dimensions to the gold bearing alteration system and to evaluate the near surface potential of the system. In addition, the Company will review the drill core from past programs to assist in the evaluation of the zone.

The other four projects, the Big Mac property, Geneva Lake property, Shining Gold property and Gould Gold property, included in the purchase consist of historically documented gold showings and have received minimal exploration work. The properties display exploration characteristics associated with known gold deposits and were advanced by the work and ideas of the property vendors.

The exploration program is being carried out under the direction of Todd Keast, P. Geo. The information in this news release was prepared by Todd Keast, P. Geo., a qualified person as defined by National Instrument 43-101.

Pursuant to the terms of the Agreement, the Company has agreed to issue an aggregate of 2,272,728 common shares to the Vendors in accordance with their respective interests in the Properties. The Properties are subject to a 2% net smelter return royalty (the "NSR") in favour of the Vendors. The Company has been granted a right to purchase one-half of the NSR on the Properties by paying the Vendors the sum of $1,000,000 for the 1% NSR acquired. The Company will pay up to a 10% finder's fee of 227,272 common shares of the Company, in connection with these property acquisitions.

The above transaction is subject to the acceptance of the TSX Venture Exchange.

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 12, 2009