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

September 17, 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 **September 17, 2009.** The press release was issued in Vancouver, British Columbia.

Item 4. Summary of Material Change

MPH Ventures acquires three gold properties in Timmins, NE Ontario.

Item 5. Full Description of Material Change

The Company is pleased to announce that it has entered into an Acquisition Agreement with certain vendors (the "Vendors) to acquire a 100% interest in three contiguous gold exploration properties referred to as the Godfrey Gold property comprised of approximately 700 acres located in the Godfrey and Bristol Townships, Timmins Mining Division of northeastern Ontario.

Godfrey Gold property location map:
http://www.mphventurescorp.com/i/maps/MPS-Timmins-Area-Map.jpg

The Godfrey Gold property is located 20 km west of Timmins, Ontario and 9 km northwest of the Lakeshore Gold Timmins Mine. The property covers several historical gold occurrences. Previous operators exposed a 125 metre long trench within a highly altered felsic intrusion. Multiple quartz veins and shear structures contain pyrite, chalcopyrite, galena and visible gold with grab sample assay results up to 13.8 oz/t Au (386.4 g/t Au). A sampling program in 2008 returned high grade gold results including 1.5 oz/t Au and 0.79 oz/t Au from grab samples.

MPH Ventures 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.

An exploration program consisting of line cutting, mechanical trenching and ground geophysics is planned for the Godfrey Gold property this fall to be followed by a drilling program.

Todd Keast, PGeo., is the qualified person under the meaning of National Instrument 43-101 and has reviewed the data in this News Release.

Pursuant to the terms of the Agreement, the Company has agreed to pay the sum of $10,000 and issue an aggregate of 1,500,000 common shares to the Vendors in accordance with their respective interests in the Godfrey Gold property. The property is subject to a 2% net smelter return royalty (the "NSR") in favour of the Vendors. MPH Ventures has been granted a right to purchase one-half of the NSR on the Godfrey Gold property by paying the Vendors the sum of $1,000,000 for the 1% NSR acquired.

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

September 17, 2009