

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 24, 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 24, 2009**. The press release was issued in Vancouver, British Columbia.

Item 4. Summary of Material Change

MPH Ventures concludes purchase of three gold properties in Timmins, NE Ontario.

Item 5. Full Description of Material Change

The Company is pleased to announce that, further to its news release dated September 17, 2009, it has received TSX Venture Exchange acceptance of its acquisition of 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-Godfrey-Gold-Project-Map.jpg>

Pursuant to the terms of the Acquisition Agreement, the Company has issued an aggregate of 1,500,000 common shares to the five vendors in accordance with their respective interests in the Godfrey Gold property.

The vendors' shares are subject to a four month hold period under applicable securities laws and imposed by the TSX Venture Exchange expiring January 22, 2010.

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 24, 2009