

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

November 2, 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 **November 2, 2009**. The press release was issued in Vancouver, British Columbia.

Item 4. Summary of Material Change

The Company closed its non-brokered private placement and issued 10,893,000 units at a price of \$0.06 per unit to raise gross proceeds of \$653,580.

Item 5. Full Description of Material Change

MPH Ventures Corp. (TSX-V: MPS) (FWB: IJA1) (the “Company”) announces that further to its news releases dated September 23rd and 30th 2009, and October 13th, 2009, it has closed its non-brokered private placement and issued 10,893,000 units at a price of \$0.06 per unit to raise gross proceeds of \$653,580. Each unit consists of one common share and one non-transferable share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of \$0.10 per share until October 30th, 2011.

The common shares and warrants issued under the private placement and any common shares issued pursuant to the exercise of the warrants are subject to a four month hold period under applicable securities laws and imposed by the TSX Venture Exchange expiring March 1, 2010.

The Company paid a 7.5% cash finder’s fee of \$18,495 in connection with this private placement.

MPH Ventures intends to utilize the proceeds of this private placement for the continuing development of its gold properties in the West Timmins region of northeastern Ontario and for general working capital purposes.

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

November 2, 2009