

**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**

August 23, 2011

**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 **august 23, 2011**. The press release was issued in Vancouver, British Columbia.

**Item 4.        Summary of Material Change**

MPH Ventures makes final option payments for property tied onto Pidgeon Molybdenum Deposit Project.

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

MPH is pleased to announce that it has earned a 100% interest, subject to a 2% net smelter return royalty, in its Echo Township property by making its final property option payment consisting of a cash payment of \$40,000 and the issuance of 25,000 common shares. The Echo property forms part of the Company's 3400 acre Pidgeon Molybdenum Deposit Project.

**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**

August 23, 2011