FORM 51-102F3
Material Change Report

Item 1. **Name and Address of Company**

MPH VENTURES CORP.
Suite 1610 – 777 Dunsmuir Street,
Vancouver, B.C.
V7Y 1K4
Telephone: (604) 687-3376
Fax: (604) 687-3119

Item 2. **Date of Material Change**

June 23, 2014

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 June 23, 2014**.** The press release was issued in Vancouver, British Columbia.

Item 4. **Summary of Material Change**

MPH Ventures announces new Private Placement.

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

Vancouver, BC – MPH Ventures Corp. (TSX-V: MPS) (OTC Grey: MPSFF) (Frankfurt: IJA1) announces that the Company will not be proceeding with the non-brokered private placement of 12,000,000 units at a price of $0.05 per unit with non-transferrable share purchase warrants exercisable at $0.10 announced on May 8, 2014.

The Company announces it has arranged a non-brokered private placement of up to 10,000,000 units (the "Unit") at a price of $0.05 per unit to raise proceeds of up to $500,000. Each Unit consists of one common share and one non-transferable share purchase warrant (the "Warrant"). Each Warrant will entitle the holder to purchase one common share for a period of two years at a price of $0.07 per share. The Company intends to utilize the proceeds from this private placement for further property investigation and for general working capital purposes.

A finder's fee of up to 7% cash and 7% non-transferable warrants (the "Finder's Warrants") may be paid in connection with part of this private placement. Each Finder's Warrant will entitle the finder to purchase a common share at a price of $0.07 per share for a period of two years from the closing date of the private placement.

The private placement is subject to TSX Venture Exchange acceptance.

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**

June 23, 2014