

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

MPH VENTURES CORP
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Vancouver, B.C.
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Telephone: 604-687-3376
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Item 2 Date of Material Change

July 8, 2015

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 July 8, 2015. The press release was issued in Vancouver, British Columbia.

Item 4 Summary of Material Change

Vancouver, BC – MPH Ventures Corp. (TSX-V: [MPS](#)) (OTCBB: [MPSFE](#)) (Frankfurt: [IJA2](#)) (the “Company”) is pleased to announce, further to its news release of May 27th, that it has signed a Definitive Agreement with the shareholders of Travelucion S.L (the "Selling Shareholders") pursuant to which the Company shall acquire a 20% interest in Travelucion S.L in exchange for common shares of MPH Ventures and \$100,000 in cash with an option to acquire the remaining 80% interest.

Travelucion is a cash-flow positive online travel media company that specializes in travel marketing, electronic reservation and online booking solutions for international visitors to Cuba. It owns one of the most significant portfolios of Cuba focused web properties and domains that have been promoting Cuba and offering online travel services to the Caribbean nation since 1995. Recently, Travelucion’s revenues have been increasing in the wake of the notable shift in American policy towards Cuba as diplomatic relations between the two nations normalize and with travel restrictions on Americans visiting Cuba expected to gradually relax. Online booking is one of the fastest growing sectors in the travel industry and Travelucion is poised to take advantage of this rapid growth.

Travelucion owns 100% of 432 web assets popularizing Cuban Culture, Music, Celebrities, over sixty major tourist destinations, Golf, Banking and Commerce which collectively generate over 30 million page-views per year. Through legacy agreements with Cuba’s largest travel companies, Travelucion’s emblematic e-commerce brands like Havanatur.com, Cuba VIP and

GoCuba provide the company with access to a broader and more diverse portfolio of national travel and tourism packages in Cuba than any other travel provider. Travelucion is also uniquely established to handle the travel requirements of qualified U.S. travelers to Cuba. This allows permitted U.S. travelers, in addition to non-U.S. travelers, the ability to indulge in high end hotel and spa accommodations or create uniquely Cuban travel packages with exclusive private home rentals, exotic/antique car services and access to a multitude of exhilarating guided or self-discovery tours across Cuba. Travelucion has also developed a strong social media platform of passionate Cuba social media followers across Facebook, Twitter, Pinterest and Instagram.

MPH Ventures and Travelucion will continue to expand the existing travel and Cuba focused marketing initiatives in numerous sectors with a specific spotlight on the emerging U.S.-Cuba travel market.

- Travelucion is launching the development of mobile and web-based interfaces that will allow the company to offer near real-time reservations based on existing technology available for Cuban hospitality, leisure and travel services.
- This solution will permit all visitors to Cuba to preview and book private homes directly from their phones, order classic car tours on demand, reserve private restaurants, tours and adventures in real time, yet with a uniquely Cuban style. This will also promote Cuban homeowners and entrepreneurs through providing the portal, opportunity and the tools that allow them to compete in the nascent U.S.-Cuba travel market.
- The company is preparing its 432 multi-language Cuba web properties for Global Distribution System (GDS) integration in preparation for GDS real-time bookings through Amadeus, Abacus and, when authorized, American GDS companies Travelport and Sabre.
- Travelucion will begin offering Carnival cruises to Cuba across its 432 Cuba web properties.
- Travelucion will begin to promote to its high volume of U.S. based website visitors the services and offers from U.S. travel corporations as and when these are authorized.

List of Travelucion web properties:

<http://www.mphventurescorp.com/i/pdf/travelucion-web-properties.pdf>

MPH will acquire 20% of the Selling Shareholder's shares in Travelucion in consideration of the issuance to the Selling Shareholder of 4,000,000 shares of MPH Ventures at a deemed price of \$0.05 per share and CAD \$100,000 in cash. Prior to closing this transaction, MPH Ventures is required to complete a private placement of \$600,000. On closing, MPH Ventures will become the registered holder of 20% of the issued and outstanding shares of Travelucion. Closing of the acquisition of the initial 20% interest in Travelucion is subject to the acceptance for filing of the Definitive Agreement by the TSX Venture Exchange.

MPH Ventures has a further option, for a period of eight months, to acquire the remaining 80% (for a total of 100% interest) from the Selling Shareholders. The Company will be required to issue a further 16,000,000 MPH Venture shares at a deemed price equal to the previous 10-day volume weighted average price per share up to and including the date notice is given by MPH Ventures to the Selling Shareholders to acquire the remaining 80% of the issued and outstanding shares of Travelucion.

MPH Announces Private Placement:

MPH Ventures announces a non-brokered private placement of up to 12,000,000 units (the "Unit") at a price of \$0.05 per unit to raise proceeds of up to \$600,000. 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 five years, at a price of \$0.075 per share. The proceeds will be used for the aforementioned growth opportunities and corporate developments with Travelucion, as well as for general working capital purposes.

A finder's fee of 7% in cash and 7% in 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 \$0.075 per share for a period of five years from the closing date of the private placement. The private placement is subject to TSX Venture Exchange acceptance.

With the most significant shift in American policy towards Cuba in over fifty years, MPH Ventures is continuing to evaluate potential investment opportunities regarding Cuba.

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

James Pettit, President
1610-777 Dunsmuir Street
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604-687-3376

Item 9 Date of Report

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