Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Dome Ventures Corporation (the "**Company**")
Suite 2200, 885 West Georgia Street
Vancouver, British Columbia V6C 3E8

Item 2. Date of Material Change

November 13, 2009

Item 3. News Release

A news release announcing the material change referred to in this report was issued on November 13, 2009.

Item 4. Summary of Material Change

The Company announced that it has signed a letter of intent (the "**Letter of Intent**") with Metalline Mining Company ("**Metalline**") pursuant to which the companies will merge (the "**Merger**"). The Merger is subject to the approval of the shareholders of both companies.

Item 5. Full Description of Material Change

The Company announced on November 13, 2009 that it signed the Letter of Intent with Metalline. It is proposed that the Company carry out a private placement in Metalline to provide Metalline with working capital to enable it to continue its current exploration program on the Sierra Mojada property in Mexico (the "**Placement**"). The Placement will consist of 6.5 million units, each unit consisting of one share and one warrant to raise approximately US $3 million. The units will be sold to the Company at a price of US$0.46 per unit and each two warrants will entitle the holder to purchase a further share of Metalline at US$0.57 per share at any time within a period of one year. It is a condition of the transaction proceeding that the Company arrange financing of US$16 million prior to completing the private placement in Metalline.

Metalline will then acquire all of the outstanding shares of the Company by the issuance of 54,224,561 shares. The number of shares to be received by the Company's shareholders will depend on the number of Company shares outstanding at closing, including shares issued in connection with the Company financing. At the closing of the Merger, the Metalline shares and warrants issued to Dome in connection with its initial US$3 million investment will be cancelled.

The parties have agreed to use their best efforts to sign a formal agreement consisting of the above terms by November 23, 2009. If a formal agreement is not signed by December 4, 2009, then the letter of intent will expire. The Merger will be subject to the approval of the shareholders of both companies. It is expected that shareholder meetings will be held on or before March of 2010 and that the transaction will close as soon as practicable after shareholder approval. If the Merger is not completed by May 30, 2010, the agreement will terminate.

The letter of intent contains, and the formal agreement will contain, customary exclusivity and deal protection provisions.

Item 6. Reliance on subsection 7.1(2) and (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

The name and business telephone number of an officer who is knowledgeable about the material change and this report is as follows:

Brian D. Edgar, President and Chief Executive Officer
Phone: (604) 604-687-5800

Item 9. Date of Report

November 17, 2009.