

## **Material Change Report - 51-102F3**

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

El Nino Ventures Inc. (the "Company")  
650-555 West 12<sup>th</sup> Avenue  
Vancouver, B.C. V5Z 3X7

### **Item 2 Date of Material Change**

May 14, 2012

### **Item 3 News Release**

Date of Issuance: May 14, 2012

Method of Issuance: CNW

### **Item 4 Summary of Material Change**

The Company announced a non-brokered flow-through and non flow-through private placement of up to a combined 18,181,818 units for gross proceeds up to \$2,000,000.

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

The Company announced a non-brokered flow-through and non flow-through private placement of up to a combined 18,181,818 units for gross proceeds up to \$2,000,000.

Each non flow-through unit ("NFT Unit") at a price of \$0.11 per NFT Unit will consist of one common share and one-half of one non-transferable share purchase warrant ("Warrant"). Each whole Warrant will entitle the holder to purchase one common share of the Company at a price of \$0.21 per share for 18 months from closing, subject to an accelerated expiry, such expiry being accelerated to 30 days in the event the Company's shares have closed at or above a price of \$0.40 per share for 10 consecutive trading days on the TSX Venture Exchange.

Each flow-through unit ("FT Unit") will consist of one common flow-through share in the capital of the Company and one-half of one non flow-through, non-transferable share purchase warrant at a price of \$0.13 per FT Unit. Each whole warrant will entitle the holder thereof to purchase one additional non flow-through common share of the Company at \$0.23 for a period of 18 months from closing subject to an accelerated expiry, such expiry being accelerated to 30 days in the event the Company's shares have closed at or above a price of \$0.40 per share for 10

consecutive trading days on the TSX Venture Exchange. The private placement and any finder's fees payable are subject to regulatory approval.

The proceeds of this private placement will be used to fund the 2012 exploration budget at the Murray Brook Polymetallic project in Bathurst, New Brunswick and general working capital.

### **5.1 Full Description of Material Change**

*See News Release dated May 14, 2012 attached hereto.*

### **5.2 Disclosure for Restructuring Transactions**

N/A

### **Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

N/A

### **Item 7 Omitted Information**

Nil

### **Item 8 Executive Officer**

Coreena Hansen, Corporate Secretary – Telephone: 604.648.1420

### **Item 9 Date of Report**

May 14, 2012

End of Report



## NEWS RELEASE

TSX.V: ELN OTCQX: ELNOF FRANKFURT: E7Q

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### **El Niño Ventures Inc. Announces \$2,000,000 Non-Brokered Private Placement**

May 14, 2012 Vancouver, Canada – El Niño Ventures Inc. (“ELN” and the “Company”) (TSX.V: ELN; Frankfurt: E7Q; OTCQX: ELNOF) is pleased to announce a non-brokered flow-through and non flow-through private placement of up to a combined 18,181,818 units for gross proceeds up to \$2,000,000.

Each non flow-through unit (“NFT Unit”) at a price of \$0.11 per NFT Unit will consist of one common share and one-half of one non-transferable share purchase warrant (“Warrant”). Each whole Warrant will entitle the holder to purchase one common share of the Company at a price of \$0.21 per share for 18 months from closing, subject to an accelerated expiry, such expiry being accelerated to 30 days in the event the Company's shares have closed at or above a price of \$0.40 per share for 10 consecutive trading days on the TSX Venture Exchange.

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The proceeds of this private placement will be used to fund the 2012 exploration budget at the Murray Brook Polymetallic project in Bathurst, New Brunswick and general working capital.

## About El Niño Ventures Inc. Bathurst Projects

### 1. Bathurst Mining Camp Project: (Tri-Party Agreement)

Consists of an initial 4,712 claims in the Tri-Party Agreement with Xstrata & VM Canada whereby VM Canada may incur exploration expenditures of \$10 million over a period of 5 years to earn a 50% interest. VM Canada may further increase its interest to 70% by spending an additional \$10 million over 2 years.

### 2. Murray Brook Project:

The Murray Brook project, which has an excellent infrastructure, is the fifth largest, massive-sulfide deposit in the Bathurst Mining Camp. VMC can earn up to a 50% interest in the Murray Brook Project by funding \$2,250,000 of exploration expenditures over a period of 3 years. ELN has elected to participate by paying 50% of VMC's exploration costs. VMC and ELN have a second option to acquire a further 20% by incurring an additional \$2.5 million in exploration costs.

In 2011, ELN and VMC spent \$2.1 million on exploration; and completed 10,000 meters of drilling. Drill results to date have been very encouraging.

A recently completed (February 2012) NI 43-101 Mineral Resource Estimate for the Murray Brook Zn-Cu-Pb-Ag-Au deposit, which includes explanatory footnotes, is presented below. The resource estimate is based on various assumptions regarding mining methods, processing and metal recoveries, payable metal NSR credits and metal prices. This estimate makes no provision for capital costs to mine the deposit, nor mill the material mined, as resources are not reserves and the reader should not presume economic viability.

**Table-1 Murray Brook Mineral Resource Estimate Summary**

Category	NSR Cut-Off \$/t	Tonnes	Cu%	Pb%	Zn%	Au g/t	Ag g/t
Measured	\$20	1,621,000	0.27	1.19	3.53	0.50	44.1
Indicated	\$20	17,063,000	0.43	0.93	2.52	0.51	38.8
M + I	\$20	18,684,000	0.42	0.95	2.61	0.51	39.3
Inferred	\$20	3,021,000	0.62	0.75	1.83	0.75	35.0

Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.

1. The quantity and grade of reported Inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred resources as an Indicated or Measured mineral resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured mineral resource category.
2. The mineral resources in this news release were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standard Committee on Reserve Definitions and adopted by CIM Council.
3. The Dec 31, 2011 two year trailing average US metal prices used in this estimate were \$3.71/lb Cu, \$1.03/lb Pb, \$0.98/lb Zn, \$1,397/oz Au, \$27.63/oz Ag. The C\$/US\$ Exchange rate was 0.99.
4. Overall payable metal in the NSR calculation were 81% Cu, 72% Pb, 64% Zn, 71% Au and 56% Ag.
5. Mineral resources were determined within a Whittle pit shell with 45 degree slopes utilizing mining costs of C\$2.50/tonne for mineralized material and waste rock, and C\$1.75/tonne for overburden.
6. Costs used to determine the C\$20/tonne NSR resource cut-off value were processing at C\$15/tonne and G&A C\$5/tonne.
7. The Murray Brook Mineral Resource Estimate was undertaken by Eugene Puritch, P.Eng. of P&E Mining Consultants Inc.

### **About El Niño Ventures Inc.**

El Niño Ventures Inc. is an international exploration company, focused on exploring for lead, zinc, copper, gold and silver in New Brunswick, Canada and copper in the Democratic Republic of Congo ("DRC").

On Behalf of the Board of Directors



**Harry Barr**

**Chairman & CEO**

**El Niño Ventures Inc.**

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