

Material Change Report - 51-102F3

Item 1 Name and Address of Company

El Nino Ventures Inc. (the “Company”)
650-555 West 12th Avenue
Vancouver, B.C. V5Z 3X7

Item 2 Date of Material Change

June 25, 2012

Item 3 News Release

Date of Issuance: June 25, 2012

Method of Issuance: CNW

Item 4 Summary of Material Change

The Company announced that it has entered into a letter agreement (the “Agreement”) with Desjardins Securities Inc. (“Desjardins”) where the Company has appointed Desjardins to act as sole agent on a best efforts basis under a brokered private placement offering (the “brokered offering”) to market subscriptions for Units to qualified investors.

Item 5 Full Description of Material Change

The Company announced that it has entered into a letter agreement (the “Agreement”) with Desjardins Securities Inc. (“Desjardins”) where the Company has appointed Desjardins to act as sole agent on a best efforts basis under a brokered private placement offering (the “brokered offering”) to market subscriptions for Units to qualified investors. This brokered offering will be under the same terms and run concurrent to the Company’s previously announced non-brokered private placement (see news release dated May 14, 2012) of a 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. The terms for the brokered and non-brokered private placement are as follows:

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.

In consideration for their services, Desjardins shall receive a corporate finance fee of \$10,000 plus applicable taxes and a fee equal to 7% of the gross proceeds raised by Desjardins in connection with the brokered placement as well as broker warrants in the amount equal to 7% of the aggregate number of Units sold by Desjardins pursuant to the brokered placement. Each broker warrant shall be exercisable for a period of eighteen months (18) from the date of issuance. Purchasers of the non flow-through and flow-through units will be subject to a hold period of four months plus one day commencing on the Closing date. This brokered and non-brokered private placement and any broker or finder's fees payable are subject to final regulatory approval.

The proceeds of this brokered and non-brokered 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 June 25, 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

June 28, 2012

End of Report



El Niño Ventures Inc. Announces \$2,000,000 Brokered Private Placement

June 25, 2012 Vancouver, Canada – El Niño Ventures Inc. (“ELN” and the “Company”) (TSX.V: ELN; Frankfurt: E7Q; OTCQX: ELNOF) is pleased to announce that it has entered into a letter agreement (the “Agreement”) with Desjardins Securities Inc. (“Desjardins”) where the Company has appointed Desjardins to act as sole agent on a best efforts basis under a brokered private placement offering (the “brokered offering”) to market subscriptions for Units to qualified investors. This brokered offering will be under the same terms and run concurrent to the Company’s previously announced non-brokered private placement (see news release dated May 14, 2012) of a 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. The terms for the brokered and non-brokered private placement are as follows:

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About El Niño Ventures Inc. Bathurst Projects

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

The Bathurst Mining Camp Project is a 50/50 Joint Venture with ELN and Xstrata Zinc Canada. The Tri-Party Agreement allows for Votorantim Metals Canada Inc. ("VM Canada") to earn up to 50% of the project by incurring exploration expenditures of \$10 million over a period of 5 years. VM Canada may further increase its interest to 70% by spending an additional \$10 million over 2 years. The Bathurst Mining Camp Project budget for calendar 2012 is \$1.88 Million and it will consist of Airborne Gravity Gradiometry follow-up, direct drilling, guided by modeling of associated magnetic or EM anomalies. Drilling after limited ground surveys if modeling not satisfactory, and follow-up ground surveys and drilling as appropriate

2. Murray Brook Project:

The Murray Brook polymetallic project, which has an excellent infrastructure, is one of the largest massive-sulfide deposits in the Bathurst Mining Camp. On May 10, 2012 ELN announced that Murray Brook Minerals Inc. has been given formal notice by ELN and Votorantim Metals Canada ("Votorantim") of a 50% earned interest in the Murray Brook, polymetallic project, Bathurst, New Brunswick. MBM has also been provided with a valid notice that ELN and Votorantim are exercising their option to acquire and become owner of an additional 20% (for a total of 70%) beneficial interest in the Murray Brook mining claims. Currently, the project has an 18,000 metre drill program in progress with the objective of upgrading the inferred and indicated resources to measured resources, defining additional new surface resources at the northwest extension target area as well as completing preliminary metallurgical testing on selected portions of the deposit.

In 2011, ELN and VMC spent \$2.1 million on exploration; and completed more than 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	1,620,873	0.27	1.19	3.53	0.5	44.1
Indicated	\$20	17,063,441	0.43	0.93	2.52	0.51	38.8
M + I	\$20	18,684,314	0.42	0.95	2.61	0.5	39.3
Inferred	\$20	3,020,893	0.62	0.75	1.83	0.75	35

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.*

Qualified Person Statement

This news release has been reviewed and approved for technical content by Ali Hassanalizadeh M.Sc. MBA P.Geo a qualified Person under the provisions of National Instrument 43-101.

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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Cautionary Note Regarding Forward Looking Statements. Note: This release contains forward-looking statements that involve risks and uncertainties. These statements may differ materially from actual future events or results and are based on current expectations or beliefs. For this purpose, statements of historical fact may be deemed to be forward-looking statements. In addition, forward-looking statements include statements in which the Company uses words such as "continue", "efforts", "expect", "believe", "anticipate", "confident", "intend", "strategy", "plan", "will", "estimate", "project", "goal", "target", "prospects", "optimistic" or similar expressions. These statements by their nature involve risks and uncertainties, and actual results may differ materially depending on a variety of important factors, including, among others, the Company's ability and continuation of efforts to timely and completely make available adequate current public information, additional or different regulatory and legal requirements and restrictions that may be imposed, and other factors as may be discussed in the documents filed by the Company on SEDAR (www.sedar.com), including the most recent reports that identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements. The Company does not undertake any obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Investors should not place undue reliance on forward-looking statements.