**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

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

   Maestro Ventures Ltd.
   Suite 911, 470 Granville Street
   Vancouver, BC V6C 1V5

   (the "Company" or "Maestro")

2. **Date of Material Change:**

   January 11, 2010

3. **Press Release:**

   A press release was disseminated on January 11, 2010 and was subsequently filed on SEDAR.

4. **Summary of Material Change:**

   The Company announces that it has negotiated a brokered private placement with Portfolio Strategies Securities Inc. of 10,000,000 units (the "Units") at a price of $0.15 per Unit to raise gross proceeds of up to $1,500,000.

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

   The Company is pleased to announce that it has negotiated a brokered private placement with Portfolio Strategies Securities Inc. (the "Agent") of 10,000,000 units (the "Units") at a price of $0.15 per Unit to raise gross proceeds of up to $1,500,000. Each Unit will consist of one common share and one non-transferable common share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to subscribe for one additional common share at a price of $0.20 for the first 12 months from the date of closing and at a price of $0.25 for the second 12 month period.

   The Company will pay the Agent a commission of 8.0% of the gross proceeds in cash on closing. In addition, the Company will issue to the Agent an aggregate number of warrants (the "Agent's Warrants") of the Company equal to 8% of the number of Units sold under the financing. Each Agent's Warrant will entitle the holder thereof to acquire Units under the same terms and conditions of the financing, for a period of 24 months from the closing date.

   The net proceeds raised from the financing will be used to fund exploration at its existing projects, for potential project and area play acquisitions, and for general working capital purposes. Completion of the private placement is subject to the approval of the TSX Venture Exchange.

6. **Reliance on Subsection 7.1(2) of the National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

Kris Kottmeier, CEO
Telephone: (604) 787-5653

9. **Date of Report:**

January 12, 2010

**MAESTRO VENTURES LTD.**

By: *"Kris Kottmeier"*

CEO
(Official Capacity)

Kris Kottmeier
(Please print here name of individual whose signature appears above.)