

**FORM 51-102F3**

**Material Change Report**

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

Dunedin Ventures Inc.  
302 – 750 West Pender Street  
Vancouver, B.C. V6C 2T7

Telephone: 604-681-0084

**Item 2. Date of Material Change**

News Release dated October 8, 2014

**Item 3. News Release**

News Release dated October 8, 2014 was filed on SEDAR on October 8, 2014 and disseminated via TheNewswire.ca on October 8, 2014.

**Item 4. Summary of Material Change**

Dunedin closes \$1.05 million private placement

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

October 8, 2014 - Vancouver, B.C. Dunedin Ventures Inc. (the "Company" or "Dunedin") (TSX-V: DVI) is pleased to announce that it has closed its private placement of 21,000,000 common shares at a price of \$0.05 per common share for a gross proceed of \$1,050,000. The private placement was oversubscribed by \$50,000.

In connection with the private placement, the Company has paid finder's fees of \$27,212.50 and has issued 734,250 finder's warrants, and 210,000 common shares, to finders who introduced subscribers for this offering to the Company. Each finder's warrant is exercisable into common shares of the Company, at a price of \$0.10 per share for a period of 12 months. All securities issued in connection with the offering are subject to a pooling arrangement. The Company has elected to reduce the term of the pooling arrangement, as previously disclosed, such that 50% of shares issued in the private placement are released from the pool after six months, and the balance after twelve months.

The proceeds of the offering will be used for general working capital purposes.

For further information please contact Mr. Chris Taylor, M.Sc. P.Geo., CEO at 604-681-0084.

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

Not applicable

**Item 7. Omitted Information**

Not applicable

**Item 8. Executive Officer**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report.

Christopher Taylor, Chief Executive Officer  
Business Telephone No.: 604-681-0084

**Item 9. Date of Report**

DATED at Vancouver, British Columbia, this 8<sup>th</sup> day of October, 2014.

*(Signed) Christopher Taylor*

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Christopher Taylor  
Chief Executive Officer