51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Makena Resources Inc. (the "Issuer")
PO Box 10112, Pacific Centre
#1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

Item 2 Date of Material Change

July 4, 2014

Item 3 News Release

The news release was disseminated through Stockwatch and Market News.

Item 4 Summary of Material Change

The Issuer announced that it was proposing a non-brokered private placement of up to 12 million units at $0.05 per share for gross proceeds of $600,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Negar Adam, President (604) 646 6906

Item 9 Date of Report

July 11, 2014

Makena Resources Inc.
Suite 1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

July 4, 2014

Trading Symbols:

MKN-TSX Venture

Makena Proposes Private Placement

Makena Resources Inc. (**"MKN"** or the "Company") (MKN-TSX Venture) is proposing a non-brokered private placement of up to 12 million units at $0.05 per share for gross proceeds of $600,000. Each unit will consist of one common share and one transferable share purchase warrant exercisable at $0.05 per share for a period of five years, subject to approval of the TSX Venture Exchange ("TSX.V"). The securities issued will be subject to a four-month hold period in accordance with applicable Canadian securities law.

Proceeds of the offering are expected to be used toward general working capital. A finder's fee may be paid in accordance with TSX.V policy.

Contact Information
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"Negar Adam"
President, Director
Makena Resources Inc.