FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Cobra Venture Corporation ("**Cobra**" or the "**Corporation**")
2489 Bellevue Avenue
West Vancouver, British Columbia V7V 1E1

Item 2 Date of Material Change

March 4, 2014

Item 3 News Release

A Press release was disseminated on March 4, 2014 via Marketwired.

Item 4 Summary of Material Change

Cobra has entered into an offer to purchase and sale agreement between the Corporation and an arm's length private Alberta corporation, related to the proposed sale and purchase of certain undeveloped lands located in the Municipal District of Rocky View No. 44, in the Province of Alberta, consisting or approximately 12.84 acres, more or less, excepting thereout all mines and minerals, for an aggregate purchase price of $4,365,600.

Item 5 Full Description of Material Change

Cobra Venture Corporation (the "**Corporation**") announced that it has entered into an offer to purchase and interim agreement (the "**Offer to Purchase**") between the Corporation, as vendor, and an arm's length private Alberta corporation (the "**Purchaser**") related to the proposed sale and purchase of certain undeveloped lands located in the Municipal District of Rocky View No. 44, in the Province of Alberta, consisting or approximately 12.84 acres, more or less, excepting thereout all mines and minerals (the "**Lands**"), for an aggregate cash purchase price of four million three hundred and sixty five thousand ($4,365,600) dollars (the "**Purchase Price**"). The Corporation intends to retain ownership to approximately three (3) acres, more or less, of the 15.78 acres of undeveloped land originally acquired by the Corporation, in October, 2012.

Pursuant the terms of the Offer to Purchase, the Corporation has received a fifty thousand ($50,000) dollar refundable deposit in trust, which shall be applied to the Purchase Price upon closing of the transaction (the "**Closing**"). The Corporation is also entitled to receive a further two hundred thousand ($200,000) dollars, in trust, within two (2) business days of the waiver or satisfaction of all conditions precedent contained in the Offer to Purchase, with the balance of four million one hundred and fifteen thousand six hundred ($4,115,600) dollars payable on the closing date.

Closing is subject to receipt of all necessary regulatory approvals, including the approval of the TSX Venture Exchange Inc., as well as usual due diligence inspections of the Lands by the Purchaser, review by the Purchaser of all title documentation related to the Lands and the Purchaser obtaining suitable mortgage financing to complete the transaction on or before sixty (60) days from the date the Corporation receives board approval for the transaction.

Subject to compliance or waiver with all conditions precedent set forth in the Offer to Purchase, it is anticipated that the transaction will close during the first week of July, 2014.

Subject to completion of the transaction, the Corporation shall be responsible for the payment of a real estate commission of one and one half (1.5%) percent of the Purchase Price, plus GST to an arm's length commercial real estate agent situated in Calgary, Alberta.

Management of the Corporation believes that the Lands no longer represent any strategic value to the core business of the Corporation and further represents a reasonable return on investment to the Corporation over the sixteen (16) month period the Lands were held by the Corporation. Proceeds from the sale of the Lands will be added to the general working capital of the Corporation.

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

For further information, please contact:

Daniel B. Evans
President and Chief Executive Officer
(604) 922-2030

Item 9 Date of Report

March 10, 2014