FORM 51-102F3
MATERIAL CHANGE REPORT

Item One – Name and Address of Company

Morien Resources Corp.
99 Wyse Road
Suite 1480
Dartmouth NS B3A 4S5

Item Two - Date of Material Change

August 11, 2014

Item Three - News Release

The attached news release was issued in Halifax, Nova Scotia on August 11, 2014, via Marketwire.

Item Four - Summary of Material Change

On August 11, 2014, Morien Resources Corp. (TSXV: MOX) ("**Morien**" or the "**Company**") announced it has received notice from Glencore of the intended sale of Glencore's 75% interest in the Donkin Coal Project.

Item Five - Full Description of Material Change

On August 11, 2014, the Company announced that it received notice from Glencore of the intended sale of Glencore's 75% interest in the Donkin Coal Project.

An arms-length third party has agreed to terms with Glencore for the purchase of the entirety of Glencore's interests in the Donkin Coal Project, including all Donkin-related property, rights, entitlements and undertakings of Glencore (the "**Purchased Assets**"). The terms include industry standard conditions, including the requirement that all necessary regulatory approvals are received.

Pursuant to the Donkin Joint Venture Agreement between Glencore and Morien, Glencore has now offered to sell the Purchased Assets to Morien, at the same price and on the same terms and conditions as agreed with the third party (the "Right of First Refusal", or the "**ROFR**"). If Morien does not act on the ROFR within a 60 day period, Glencore will be entitled to complete the sale of the Purchased Assets to the third party. In accordance with the Donkin Joint Venture Agreement, the terms and conditions of this offer may not be disclosed to any third party.

Morien is now reviewing the terms agreed to between Glencore and the third party and will decide in due course whether it wishes to exercise the ROFR.

Item Six – Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item Seven - Omitted Information

Not Applicable.

Item Eight - Executive Officer

John P.A. Budreski, President and CEO (416) 930-0914.

Item Nine – Date of Report

Signed this 14 day of August, 2014. John P.A. Budreski, President and CEO

Morien
Resources Corp.

Morien Receives Notice from Glencore of Third Party Offer for Glencore's 75% Interest in the Donkin Coal Project

For Immediate Release

August 11th, 2014 – Halifax, Nova Scotia – Morien Resources Corp. ("**Morien**" or the "**Company**") (**TSXV:MOX**), is pleased to announce it has received notice from Glencore of the intended sale of Glencore's 75% interest in the Donkin Coal Project.

An arms-length third party has agreed to terms with Glencore for the purchase of the entirety of Glencore's interests in the Donkin Coal Project, including all Donkin-related property, rights, entitlements and undertakings of Glencore (the "Purchased Assets"). The terms include industry standard conditions, including the requirement that all necessary regulatory approvals are received.

Pursuant to the Donkin Joint Venture Agreement between Glencore and Morien, Glencore has now offered to sell the Purchased Assets to Morien, at the same price and on the same terms and conditions as agreed with the third party (the "Right of First Refusal", or the "ROFR"). If Morien does not act on the ROFR within a 60 day period, Glencore will be entitled to complete the sale of the Purchased Assets to the third party. In accordance with the Donkin Joint Venture Agreement, the terms and conditions of this offer may not be disclosed to any third party.

Morien is now reviewing the terms agreed to between Glencore and the third party and will decide in due course whether it wishes to exercise the ROFR.

Morien is a non-operating royalty and minority interest investment Company focussed on the mining industry. The Company is focussed on unique mineral industry opportunities in Canada with current interests in:

Donkin Coal Project: Morien holds a 25% minority interest, with a $9 million carried interest, in one of the largest undeveloped coal deposits in North America, located within 30 kilometres of a deep water port in Sydney, Nova Scotia. Approximately $43 million has been invested in the Donkin Coal Project since 2006, including $15 million by Morien.

Black Point Aggregate Project: Vulcan Materials Company, the United State's largest producer of construction aggregates, purchased Morien's rights to the Black Point Aggregate Project in Q2 2014 and is currently permitting the Project for eventual production within the 2018 to 2020 period. Morien received $1 million in payments from Vulcan on signing, and is entitled to receive an additional payment of $800,000 on the successful environmental permitting of the Project, anticipated in Q3 2015. Morien and Vulcan are working jointly towards the successful completion of the Environmental Assessment process. Morien has an industry competitive royalty for the life of mine which is expected to continue for over 50 years.

Banks Island Gold Project: Morien holds a 1.5% NSR Royalty over the marketable metal, ores, minerals and concentrates produced and shipped from a 1,987 hectare area within the Yellow Giant Gold property located 105 kilometres south of Prince Rupert, British Columbia.

U.S.A. Industrial Mineral Interests: Morien holds various direct and in-direct interests in industrial mineral properties in the United States.

About Morien

Morien Resources Corp. is a Canadian company focused on creating value through the identification, acquisition and advancement of non-operating royalty and minority interests in strategically located projects that host commodities with strong market fundamentals. Its principal asset is a 25% interest in the Donkin Coal Project in Nova Scotia. Morien has 49,256,240 issued and outstanding common shares and a fully diluted position of 52,886,240. Further information is available at www.morienres.com.

Forward-Looking Statements

Some of the statements in this news release may constitute "forward-looking information" as defined under applicable securities laws. These statements reflect Morien's current expectations of future revenues and business prospects and opportunities and are based on information currently available to Morien. Morien cautions that actual performance will be affected by a number of factors, many of which are beyond its control, and that future events and results may vary substantially from what Morien currently foresees. Factors that could cause actual results to differ materially from those in forward-looking statements include risks and uncertainties described in Morien's annual information form filed with the Canadian Securities regulators on SEDAR (www.sedar.com). Morien cautions that its royalty revenue will be based on production by third party property owners and operators who will be responsible for determining the manner and timing for the properties forming part of Morien's royalty portfolio. These third party owners and operators are also subject to risk factors that could cause actual results to differ materially from those predicted herein including: volatility in financial markets or general economic conditions; capital requirements and the need for additional financing; fluctuations in the rates of exchange for the currencies of Canada and the United States; prices for commodities including gold, coal and aggregate; unanticipated changes in production, mineral reserves and mineral resources, metallurgical recoveries and/or exploration results; changes in regulations and unpredictable political or economic developments; loss of key personnel; labour disputes; and ineffective title to mineral claims or property. There are other business risks and hazards associated with mineral exploration, development and mining. Although Morien believes that the forward-looking information contained herein is based on reasonable assumptions, readers cannot be assured that actual results will be consistent with such statements. Morien expressly disclaims any intention or obligation to update or revise any forward-looking information in this news release, whether as a result of new information, events or otherwise, except in accordance with applicable securities laws.

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For more information, please contact:
John P.A. Budreski, President and CEO
Phone: (416) 930-0914
or
Dawson Brisco, Manager Corporate Development
Phone: (902) 466-7255
info@morienres.com
www.morienres.com