

**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

December 3, 2014

Item Three - News Release

The attached news release was issued in Halifax, Nova Scotia on December 3, 2014, via Marketwire.

Item Four - Summary of Material Change

On December 3, 2014, Morien Resources Corp. (TSXV: MOX) (“**Company**”) announced the sale, by Glencore PLC, of its 75% interest in the Donkin Coal Project.

Item Five - Full Description of Material Change

On December 3, 2014, the Company announced that Glencore PLC completed the sale of its 75% interest in the Donkin Coal Project to Kameron Collieries ULC, a subsidiary of The Cline Group, LLC.

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 8th day of December, 2014 by John Budreski, President & CEO.



Morien Announces Change in Ownership at Donkin Coal Project

For Immediate Release

December 03, 2014 – Halifax, Nova Scotia – Morien Resources Corp. ("**Morien**" or the "Company") (TSXV:MOX), announced today that Glencore PLC has completed the sale of its 75% interest in the Donkin Coal Project ("Donkin" or "Project") to Kameron Collieries ULC ("Kameron"), a subsidiary of The Cline Group, LLC ("Cline"). Morien, holder of a 25% interest in Donkin, looks forward to seeing the Project advance under this new arrangement with Kameron.

About Morien

Morien Resources Corp. (TSXV:MOX) is a Canadian mining exploration and development company which holds a 25% interest in the Donkin Coal Project and non-operating royalty interests in two other projects, one in production and the other in the development stage;

Donkin Coal Project, Nova Scotia, Canada: Morien holds a 25% minority interest in one of the largest undeveloped coal deposits in North America. The Project has received environmental assessment approvals from the federal and provincial governments and is located within 30 kilometres of a deep water port in Sydney, Nova Scotia.

Banks Island Gold Project, British Columbia, Canada: 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. Banks Island commenced production in Q1 2014.

Black Point Aggregate Project, Nova Scotia, Canada: Vulcan Materials Company, the United State's largest producer of construction aggregates, purchased Morien's rights to the Project in Q2 2014 and is currently permitting the Project for eventual production within the 2018 to 2020 period. Morien received an industry competitive per-tonne royalty for the life of mine which is expected to continue for over 50 years, \$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 late 2015.

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

Morien has 56,492,248 issued and outstanding common shares and a fully diluted share count of 62,208,975. 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:

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or

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