

**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 12, 2014

Item Three - News Release

The attached news release was issued in Halifax, Nova Scotia on December 12, 2014, via Marketwire.

Item Four - Summary of Material Change

On December 12, 2014, Morien Resources Corp. (TSXV: MOX) (“**Morien**” or the “**Company**”) announced that it entered into an agreement with Kameron Collieries ULC to exchange its 25% working interest in the Donkin Coal Project in Cape Breton, Nova Scotia for \$5.5 million. Morien also announced that it entered into a private placement agreement with Atlantic Royalty LLC, a related company to Kameron Collieries ULC.

Item Five - Full Description of Material Change

On December 12, 2014, the Company announced it entered into an agreement (“**Agreement**”) with Kameron Collieries ULC (“**Kameron**”), a subsidiary of The Cline Group, LLC a private coal company, to exchange its 25% working interest in the Donkin Coal Project (“**Donkin Project**” or the “**Project**”) in Cape Breton, Nova Scotia for \$5.5 million in cash, with Morien receiving \$2 million at the closing of the Agreement (“**Closing**”), \$2 million at the earlier of the first commercial sale of coal from the Donkin Project and the second anniversary of the Closing and \$1.5 million at the earlier of the first commercial sale of export coal from the Donkin Project or the third anniversary of Closing, and a production royalty on sales from the Donkin Project (“**Transaction**”). Kameron has agreed to pay Morien a gross royalty of 2% of revenues for the first 500,000 tonnes of coal produced and sold from the Donkin Project in any calendar quarter and 4% of revenues for any production above 500,000 tonnes of coal in any calendar quarter, and 2% of revenues from petroleum and natural gas products and coal bed methane produced and sold from the Donkin Project. The Transaction is subject to approval from Morien shareholders and from the TSX Venture Exchange (“**TSXV**”).

Morien intends to schedule a special meeting of shareholders in February 2015 to obtain the required approval for the Agreement. Full details of the proposed Transaction will be contained in the notice of meeting, management information circular and supporting documents that will be mailed to shareholders in due course. All of Morien's directors have provided unanimous support for the Transaction and all of Morien's directors and officers, who hold an aggregate of approximately 8% of Morien's outstanding shares, agreed to enter into lock-up agreements in support of the Transaction.

Morien, and its insiders, are at arm's length with Kameron and there is no finder's fee payable in connection with the proposed Transaction.

Private Placement

Additionally, Morien has entered into a private placement agreement with Atlantic Royalty LLC, a related company to Kameron, for 3.45 million shares in the Company at \$0.30 per share, a 58% premium to Morien's 10 day VWAP, for gross proceeds of \$1,035,000 ("**Private Placement**"). The Private Placement is subject to the approval of the TSXV.

The Private Placement is expected to close on or before the end of December 2014, and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval and acceptance by the TSXV. The Private Placement is not dependent on Morien shareholder approval. The common shares issued pursuant to the Private Placement will be subject to a four-month hold period. There is no finder's fee payable in connection with the Private Placement.

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 18th day of December, 2014 by John P.A. Budreski, President and CEO.



Morien Enters Agreement to Exchange Donkin Project Interest for Cash and Royalty

Announces \$1 Million Private Placement at \$0.30/Share

For Immediate Release

December 12, 2014 – Halifax, Nova Scotia – Morien Resources Corp. ("Morien" or the "Company") (TSXV:MOX), today announced it has entered into an agreement ("Agreement") with Kameron Collieries ULC ("Kameron") to exchange its 25% working interest in the Donkin Coal Project ("Donkin Project" or the "Project") in Cape Breton, Nova Scotia for \$5.5 million in cash and a production royalty on sales from the Donkin Project ("Transaction"). Kameron has also agreed to pay Morien a gross royalty of 2% on the first 500,000 tonnes of coal sales per calendar quarter and 4% on any tonnage thereafter from the Donkin Project. The Transaction is subject to approval from Morien shareholders and from the TSX Venture Exchange ("TSXV").

Additionally, Morien has entered into a private placement agreement with Atlantic Royalty LLC ("Atlantic"), a related company to Kameron, for 3.45 million shares in the Company at \$0.30 per share, a 58% premium to Morien's 10 day VWAP, for gross proceeds of \$1,035,000 ("Private Placement"). The Private Placement is subject to the approval of the TSXV.

Kameron and Atlantic are subsidiaries of The Cline Group, LLC, a private coal company that controls over 3 billion tons of reserves in the Illinois and Northern Appalachian coal basins. Kameron recently purchased Glencore's 75% interest in the Project (click [here](#) for Morien's December 3, 2014 news release).

Morien management have dedicated substantial resources to evaluating various options for the advancement of the Donkin Project and believe the proposed transactions will deliver significant value for its shareholders while reducing financial risk and further shareholder dilution. The Company will emerge with a diversified portfolio of advanced-stage to producing assets, all within Canada, that is designed to provide long-term cash flow to the Company.

Morien management believes this Transaction will significantly strengthen its financial capability at an opportune time in a period of near-historic low valuations in the resource sector. The current management team, with its extensive mining and finance industry experience, intends to create further value for its shareholders by identifying, and investing strategically in, additional development opportunities in the resource sector.

Significant Terms of the Transaction

- **Royalty Transaction**
 - Kameron will purchase Morien's interests in the Donkin Project in exchange for the following Cash Consideration and Royalty.
- **Cash Consideration**
 - A total of \$5.5 million, payable as follows:
 - At the closing of the Agreement ("Closing"), Morien will receive \$2 million;
 - At the earlier of first commercial sale of coal from the Donkin Project and the second anniversary of Closing, \$2 million; and
 - At the earlier of first commercial sale of export coal from the Donkin Project and the third anniversary of Closing, \$1.5 million.
- **Royalty**
 - The Company will receive royalty payments of:
 - 2% of revenues for the first 500,000 tonnes of coal produced and sold from the Donkin Project in any calendar quarter and 4% of revenues for any production above 500,000 tonnes of coal in any calendar quarter.
 - 2% of revenues from petroleum and natural gas products and coal bed methane produced and sold from the Donkin Project.

Morien intends to schedule a special meeting of shareholders in February 2015 to obtain the required approval for the Agreement. Full details of the proposed Transaction will be contained in the notice of meeting, management information circular and supporting documents that will be mailed to shareholders in due course. All of Morien's directors have provided unanimous support for the Transaction and all of Morien's directors and officers, who hold an aggregate of approximately 8% of Morien's outstanding shares, agreed to enter into lock-up agreements in support of the Transaction.

Morien, and its insiders, are at arm's length with Kameron and there is no finder's fee payable in connection with the proposed Transaction.

Terms of the Private Placement

The Private Placement is expected to close on or before the end of December 2014, and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval and acceptance by the TSXV. The Private Placement is not dependent on Morien shareholder approval. The common shares issued pursuant to the Private Placement will be subject to a four-month hold period. There is no finder's fee payable in connection with the Private Placement.

About Morien

Morien is a Canadian mining exploration and development company, focussed on unique mineral industry opportunities in North America with current interests in:

Donkin Coal Project: Morien currently holds a 25% minority interest in one of the largest undeveloped coal deposits in North America, which is the subject matter of the proposed Transaction. The Project is fully permitted and is 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 indirect interests in industrial mineral properties in the United States.

Morien has 56,492,248 issued and outstanding common shares and a fully diluted position of 62,208,975, before adjusting for the shares to be issued on the Private Placement. 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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