

**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

January 19, 2015

Item Three - News Release

The attached news release was issued in Halifax, Nova Scotia on January 19, 2015, via Marketwire.

Item Four - Summary of Material Change

On January 19, 2015, Morien Resources Corp. (TSXV: MOX) (“**Morien**” or the “**Company**”) announced that the TSX Venture Exchange accepted Morien’s notice of intention to make a normal course issuer bid.

Item Five - Full Description of Material Change

On January 19, 2015, the Company announced that the TSX Venture Exchange (“**TSXV**”) accepted the Company's notice of intention to make a normal course issuer bid.

Under the terms of the normal course issuer bid, Morien may acquire up to 4,995,300 common shares, representing approximately 10% of the public float of Morien as of January 19, 2015.

As of January 19, 2015, the Company had 59,942,248 common shares outstanding. Under TSXV policies, Morien is entitled to purchase up to 1,198,844 shares in any 30 day period up to the maximum of 4,995,300 shares.

The purchases may commence on January 23, 2015 and will end on January 22, 2016, or on such earlier date as Morien may complete its purchases pursuant to the notice of intention to make a normal course issuer bid filed with the TSXV. The actual number of common shares which will be purchased and the timing of any such purchases will be determined by the Company. All shares purchased by the Company will be on the open market through the facilities of TSXV by National Bank Financial Inc. acting on behalf of Morien in accordance with the policies of the TSXV and will be surrendered by the Company to its transfer agent for cancellation. The prices that Morien will pay for any of the common shares purchased will be the market price of the shares at the time of acquisition.

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

Dated this 20 day of January, 2015. John P.A. Budreski, President and CEO



Morien Announces Normal Course Issuer Bid

January 19, 2015 – Halifax, Nova Scotia – Morien Resources Corp. ("**Morien**" or the "**Company**") (TSXV:MOX), is pleased to announce that the TSX Venture Exchange ("TSXV") has accepted the Company's notice of intention to make a normal course issuer bid.

Under the terms of the normal course issuer bid, Morien may acquire up to 4,995,300 common shares, representing approximately 10% of the public float of Morien as of January 19, 2015. In the opinion of the board of directors of Morien, its common shares have been trading at prices that do not reflect the underlying value of the Company including its royalty portfolio, its strong financial position and the growth opportunities. Accordingly, Morien believes that purchasing and returning its common shares to treasury at present pricing represents an opportunity to enhance value for its ongoing shareholders. Morien's cash position allows for the implementation of the bid without adversely affecting Morien's other opportunities.

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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. On January 7, 2015 Morien entered into a definitive agreement with Kameron Collieries ULC, an affiliate of The Cline Group LLC, to exchange its working interest in the Donkin Coal Project for \$5.5 million cash and a production based royalty. Refer to Morien's news release filed on SEDAR on January 13, 2015. The Project is fully permitted, including approval for construction of an on-site barge-loading facility to access deep tidewater in Cape Breton, Nova Scotia. Approximately \$43 million has been invested in the 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 payment 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 Q1 2016. 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 producing 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 59,942,248 issued and outstanding common shares and a fully diluted position of 65,658,975. 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.

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