

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

June 5, 2015

Item Three - News Release

The attached news release was issued in Halifax, Nova Scotia on June 5, 2015, via Marketwire.

Item Four - Summary of Material Change

On June 5, 2015, Morien Resources Corp. (TSXV: MOX) (“**Morien**” or the “**Company**”) provided results from its annual and special meeting of shareholders (“**AGM**”). The Company also announced the appointment, by the Company’s board of directors (the “**Board**”), of its executive officers for the ensuing year.

Item Five - Full Description of Material Change

On June 5, 2015, the Company announced that its shareholders (the “**Shareholders**”) voted in favour of all items of business brought before them at the AGM held on June 4, 2015 in Halifax, Nova Scotia which included the re-election of Peter Akerley, John Budreski, John Byrne, Charles Pitcher and Philip Webster to the Board, the re-appointment of KPMG LPP as the Company’s auditors and the renewal of the Company’s 10% rolling incentive stock option plan.

The shareholders also approved the Company’s Shareholder rights plan (“**Rights Plan**”). The Rights Plan was adopted by the Board to provide the Board and Shareholders with sufficient time to properly consider any future take-over bids made for the Company. Under the rules of the TSX Venture Exchange (“**TSX-V**”) the Shareholders must affirm the Rights Plan every three years.

The Shareholders passed a special resolution approving an amendment to Morien’s share capital structure (“**Share Capital Amendment**”), resulting in the cancellation of all shareholdings of less than 1,000 shares. It is anticipated that the Share Capital Amendment will be effective on or about June 15, 2015 (“**Effective Date**”). Shareholders holding 1,000 or more common shares on the Effective Date will not be affected by the Share Capital Amendment and will continue to hold the same number of common shares. Shareholders holding fewer than 1,000 common shares prior to the Effective Date will receive cash consideration for their common shares equal to the volume weighted average trading price per share on the TSX-V for the five trading days prior to the Effective Date. The Share Capital Amendment will reduce the large number of

Shareholders who hold fewer than 1,000 shares. There are approximately 327,000 common shares affected, representing approximately 0.6% of the Company's total shares outstanding.

The Company also advised that following the AGM, the Board confirmed the appointments of its executive officers. John Budreski was appointed as President and Chief Executive Officer, Ken MacDonald as Chief Financial Officer, D. Suzan Frazer as Corporate Secretary and Peter Akerley as Chairman of the Board.

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 11 day of June, 2015. John P.A. Budreski, President and CEO



Morien Announces Highlights of AGM

June 5, 2015 – Halifax, Nova Scotia – Morien Resources Corp. ("**Morien**" or the "**Company**") (TSXV:MOX), is pleased to announce its shareholders voted in favour of all items of business brought before them at the Company's Annual and Special Meeting of Shareholders ("AGM") held on June 4, 2015 in Halifax, Nova Scotia. Details of the AGM are provided below.

Election of Directors

The number of directors was fixed at five, with Peter Akerley, John Budreski, John Byrne, Charles Pitcher, and Philip Webster re-elected to the Company's board of directors for the ensuing year.

Name of Nominee	Votes For		Votes Withheld	
John Budreski	12,460,812	99.90%	12,529	0.10%
Peter Akerley	12,462,621	99.91%	10,720	0.09%
John Byrne	12,461,471	99.90%	11,870	0.10%
Charles Pitcher	12,448,971	99.80%	24,370	0.20%
Philip Webster	12,448,989	99.80%	24,352	0.20%

Following the AGM, the Morien board of directors confirmed the appointments of its executive officers, namely: President and Chief Executive Officer - John Budreski; Chief Financial Officer - Ken MacDonald; Corporate Secretary - Suzan Frazer; and Chairman of the Board - Peter Akerley.

Appointment of Auditors

KPMG LLP was re-appointed as the Company's auditor to hold office until the next annual meeting of shareholders or until its successor is duly appointed.

Votes For	
12,483,287	100%

Approval of Stock Option Plan

The shareholders also approved the renewal of the Company's 10% rolling incentive stock option plan in accordance with the rules and policies of the TSX-V.

Votes For		Votes Against	
11,400,846	71.60%	4,522,477	28.40%

Shareholder Rights Plan

At the AGM, the resolution to approve the Company's shareholder rights plan ("Rights Plan") was approved. The Rights Plan was adopted by Morien's board of directors to provide the board and shareholders with sufficient time to properly consider any future take-over bids made for the Company. The Rights Plan will eliminate undue pressure on the board of directors and shareholders, allow enough time for competing bids and alternative proposals to emerge, ensure that all shareholders will be treated fairly and equally in any take-over bid made for the Company. The Rights Plan was not adopted in response to any proposal to acquire control of the Company. Under the rules of the TSX-V the shareholders of Morien must affirm the Rights Plan every three years.

Votes For		Votes Against	
12,470,198	78.31%	3,453,143	21.69%

Share Capital Amendment

At the AGM, Morien's shareholders passed a special resolution approving an amendment to its share capital structure ("Share Capital Amendment"), resulting in the cancellation of all shareholdings of less than 1,000 shares. It is anticipated that the Share Capital Amendment will be effective on or about June 15, 2015 ("Effective Date"). Shareholders holding 1,000 or more common shares on the Effective Date will not be affected by the Share Capital Amendment and will continue to hold the same number of common shares. Shareholders holding fewer than 1,000 common shares prior to the Effective Date will receive cash consideration for their common shares equal to the volume weighted average trading price per share on the TSX-V for the five trading days prior to the Effective Date.

Once effective, registered shareholders (shareholders whose shares are registered in their name) will be required to send their share certificates and a Letter of Transmittal to Computershare Investor Services Inc. to receive cash consideration (holders of fewer than 1,000 shares) or replacement certificates bearing a new CUSIP number (holders of 1,000 or more shares). A copy of the Letter of Transmittal (with instructions) was sent with the materials for the AGM and will be filed on SEDAR.

Non-registered shareholders (shareholders whose shares are registered with an intermediary such as a bank, trust company, securities dealer, securities broker, or a clearing agency) will not be affected by the Share Capital Amendment, will continue to hold the same number of common shares, and do not need to take any action in regards to a Letter of Transmittal to Computershare Investor Services Inc.

The Company decided to undertake this action to reduce the large number of shareholders who hold fewer than 1,000 shares. There are approximately 327,000 common shares affected,

representing approximately 0.6% of the Company's total shares outstanding, which mainly resulted from previous business combinations of predecessor companies. The effect of the Share Capital Amendment is to provide these shareholders with cash representing the value of their holdings without cost or commission and to eliminate the high costs being incurred by the Company to maintain these shareholdings through the dissemination of interim statements, annual statements and associated continuous disclosure materials to these small shareholders.

Votes For		Votes Against	
15,922,473	99.93%	10,868	0.07%

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: On March 2, 2015 Morien announced the closing of a transaction with Kameron Collieries ULC ("Kameron"), an affiliate of The Cline Group LLC, whereby Morien exchanged its 25% working interest in the Donkin Coal Project ("Donkin") for cash and a production royalty. Under the terms of the transaction, Morien owns a gross production royalty of 2% on the first 500,000 tonnes of coal sales per quarter and 4% on any coal sales from quarterly tonnage above 500,000 tonnes. Morien received a milestone payment on closing of \$2 million, and is entitled to receive an additional \$2 million on the earlier of first production or the 2nd anniversary of closing, and an additional \$1.5 million on the earlier of first export sales or the 3rd anniversary of closing. Donkin will be operated by, or under the direction of, Kameron. Donkin is fully permitted, including approval for construction of an on-site barge-loading facility to access deep tidewater. Kameron is in the process of dewatering the access tunnels to the target coal seam with completion anticipated in late spring, early summer. Kameron is also clearing the right-of-way for a high-voltage transmission line into the project site, and negotiating with local power utility, Nova Scotia Power Inc., for a coal off-take agreement.

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 ("Project") in Q2 2014 and is currently permitting the Project for eventual production within the 2018 to 2020 period. Morien has an industry competitive royalty for the life-of-mine, which is expected to continue for over 50 years. Morien received a \$1 million 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.

Banks Island Gold Project: Morien holds a 1.5% Net Smelter Return 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, owned and operated by Banks Island Gold Ltd., 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 58,247,738 issued and outstanding common shares and a fully diluted position of 63,724,465. 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.

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