

**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

February 11, 2016

Item Three - News Release

The attached news release was issued in Halifax, Nova Scotia on February 11, 2016, via Marketwire.

Item Four - Summary of Material Change

On February 11, 2016, Morien Resources Corp. (TSXV: MOX) (“**Morien**” or the “**Company**”) provided an update on development activities at the Donkin Coal Project in Cape Breton, Nova Scotia.

Item Five - Full Description of Material Change

On February 11, 2016, the Company provided an update on development activities at the Donkin Coal Project (“**Donkin**” or the “**Project**”) in Cape Breton, Nova Scotia, where owner/operator Kameron Collieries ULC, a subsidiary of The Cline Group LLC, has been actively advancing the Project toward production. Morien has a gross production royalty on all coal sales from the Project.

Initial mining is anticipated to commence in the second half of 2016 with coal sales to follow the construction of a coal handling, preparation and processing plant (“**wash plant**”). Design of the wash plant and earthworks for this plant area are underway. Bulk sampling of target coal seam for testing by local power utility Nova Scotia Power Inc. is anticipated in the next 60 days. Additional underground assessment drilling has been completed and tunnel refurbishment is nearing completion. A 69 kV electrical line from the town of Glace Bay to a newly constructed electrical sub-station at the Project has been completed and assembly of the initial mine fleet has commenced, including one continuous miner, two roof bolters, and three personnel carriers on site, with a second continuous miner expected by mid 2016.

Mining plan calls for a room and pillar operation which includes the use of four continuous miners. The installation of conveyor infrastructure in the main access tunnel is underway with full installation of the conveyor system anticipated in the first half of 2016. A new warehouse/washhouse/office is under construction with scheduled completion in Q1 2016 and key members of operational team have been hired, 36 employees and contractors are now on site, and recruitment for operating phase is continuing.

Michael MacDonald, P.Ge. (Nova Scotia), Vice President Technical and Government Affairs, is a Qualified Person as that term is defined in National Instrument 43-101 and has reviewed and approved the scientific and technical information contained in the attached news release.

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 12 day of February, 2016. John P.A. Budreski, President and CEO



Morien Provides Update on Donkin Coal Project

February 11, 2016 – Halifax, Nova Scotia – Morien Resources Corp. ("Morien" or the "Company") (TSXV:MOX), is pleased to provide an update on development activities at the Donkin Coal Project ("Donkin" or the "Project") in Cape Breton, Nova Scotia, where owner/operator Kameron Collieries ULC ("Kameron"), a subsidiary of The Cline Group LLC, has been actively advancing the Project toward production. Morien has a gross production royalty on all coal sales from the Project.

Donkin Coal Project Development Highlights

- Initial mining is anticipated to commence in the second half of 2016 with coal sales to follow the construction of a coal handling, preparation and processing plant ("wash plant")
- Design of the wash plant and earthworks for this plant area are underway
- Bulk sampling of target coal seam for testing by local power utility Nova Scotia Power Inc. anticipated in the next 60 days
- Additional underground assessment drilling has been completed
- Tunnel refurbishment is nearing completion
- A 69 kV electrical line from the town of Glace Bay to a newly constructed electrical sub-station at the Project has been completed
- Assembly of the initial mine fleet has commenced – this includes one continuous miner, two roof bolters, and three personnel carriers on site, with a second continuous miner expected by mid 2016
- Mining plan calls for a room and pillar operation which includes the use of four continuous miners
- The installation of conveyor infrastructure in the main access tunnel is underway with full installation of the conveyor system anticipated in the first half of 2016
- A new warehouse/washhouse/office is under construction with scheduled completion in Q1 2016
- Key members of operational team have been hired, 36 employees/contractors are now on site, and recruitment for operating phase is continuing

Donkin Royalty Summary

Kameron increased its ownership in Donkin to 100% through the purchase of Morien's 25% interest in February 2015 for a production royalty and cash consideration. Under the terms of the transaction, Morien owns a gross production royalty of 2% on the first 500,000 tonnes of coal sales per calendar quarter (excluding the initial 10,000 tonnes of coal sales from the Project) and 4% on any coal sales from quarterly tonnage above 500,000 tonnes ("Royalty"). In addition to the Royalty, Morien is entitled to receive aggregate cash consideration of \$5.5 million, of which \$2 million was paid on the closing of the transaction. Morien is entitled to receive \$2 million on the earlier of first commercial sale of coal from Donkin and the second anniversary of the closing of the transaction (February 27, 2017), and \$1.5 million on the earlier of first commercial sale of export coal from Donkin and the third anniversary of the closing of the transaction (February 27, 2018). Donkin is fully permitted, including approval for construction of

an on-site barge-loading facility to access deep tidewater. The Donkin Royalty is payable to Morien over the anticipated 25 plus year mine life.

Qualified Person

Michael MacDonald, P.Geo. (Nova Scotia), Vice President Technical and Government Affairs, is a Qualified Person as that term is defined in National Instrument 43-101 and has reviewed and approved the scientific and technical information contained in this news release.

About Morien

Morien is a Canadian mining exploration and development company, focused on unique mineral industry opportunities in North America with a diversified portfolio of long-life royalty assets and a strong cash position. Morien has 54,978,114 issued and outstanding common shares and a fully diluted position of 60,429,842. 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:

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