Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Saturn Minerals Inc.
#312 – 744 West Hastings Street
Vancouver, BC V6C 1A5

Item 2 Date of Material Change

April 2, 2015

Item 3 News Release

A News Release was issued in Vancouver, British Columbia on April 2, 2015 and distributed through Stockwatch.

Item 4 Summary of Material Change

Saturn Minerals Inc. announces that further to the Company's news releases dated March 23, 2015, the Company has completed the first tranche of its previously announced flow-through private placement of 3,200,000 units (the "Units") at a price of $0.18 per Unit for gross dollars of $576,000.00.

Item 5 Full Description of Material Change

See attached news release.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Contact: Stan Szary, President CEO & Director
Telephone: (604) 685-6989

Item 9 Date of Report

April 14, 2015

News Release

Saturn Minerals Inc. Announces Completion of First Tranche of Private Placement

April 2, 2015, Vancouver – Saturn Minerals Inc. (TSX.V: SMI) (FSE: SMK) ("Saturn" or the "Company") is pleased to announce that it has completed the first tranche for 3,200,000 units in connection with a Private Placement previously announced on March 23, 2015, of up to 4,500,000 flow-through units (the "FT Units") at a price of $0.18 per FT Unit.

Each FT Unit consists of one flow-through common share (the "FT Shares") and one-half of a non flow-through share purchase warrant (the "NFT Warrants"). Each whole NFT Warrant will entitle the holder to purchase one additional non flow-through common share, exercisable at a price of $0.30 per share for a period of 18 months from the date of issue of the NFT Warrant. The FT Shares will entitle the holder to receive the tax benefits applicable to flow-through shares, in accordance with provisions of the *Income Tax Act* (Canada).

The NFT Warrants are subject to an accelerated expiry if, at any time after an initial 4 month hold period expires, the closing price of Saturn's common shares on the TSX Venture Exchange (the "TSXV") exceeds $0.30 for any 20 consecutive trading days, in which event the holder will be given notice that the Warrants will expire 30 days following the date of such notice. The NFT Warrants may be exercised by the holder during the 30-day period between the notice and the expiration of the Warrants.

All securities issued will be subject to a four-month hold period and the approval of the TSXV. This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities.

Proceeds from the Private Placement will be used for drilling of Saturn's first exploratory oil well in the northern Willison Basin.

Finder's fees to third parties may be payable in accordance with the policies of the TSXV.

About Saturn Minerals Inc.

Saturn Minerals Inc. (TSX.V: SMI) (FSE: SMK) is a junior Canadian energy company advancing a portfolio of oil and coal properties in Saskatchewan and Manitoba. The Company owns 376,800 acres of exclusive oil & gas rights in Saskatchewan and is advancing a number of oil exploration projects. Saturn has also made three shallow bituminous coal discoveries since 2009 with coal seams ranging in continuous vertical thickness from 9 to 89 meters. Saturn has a strategic ownership in Inowending Exploration & Development Corp., a First Nations owned exploration and development company co-founded by Saturn with a consortium of Saskatchewan First Nations active in Canada's prairie provinces.

To learn more, please contact the Company at +1 (604) 685-6989 or visit: www.saturnminerals.com

On Behalf of the Board of Directors
SATURN MINERALS INC.

s/ "Stan Szary"
Chief Executive Officer

Suite 312 – 744 West Hastings St. Vancouver, B.C. Canada V6C 1A5
Tel: (604) 685-6989 | Fax: (604) 685-6961
www.saturnminerals