

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Ashburton Ventures Inc. (the "Company")
Suite 1240 - 789 West Pender Street
Vancouver, British Columbia V6C 1H2

Item 2 Date of Material Change

May 19, 2016

Item 3 Date of News Release

The Company disseminated a news release on May 19, 2016, issued in Vancouver, British Columbia, via Stockwatch, and filed it on SEDAR with the British Columbia, Alberta, Saskatchewan and Ontario Securities Commissions and the TSX Venture Exchange.

Item 4 Summary of Material Change

The Company has announced the appointment of a two new board members and the resignation of one board member.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated May 19, 2016, which is available at www.sedar.com

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Michael England, President, CEO and Director,
Telephone: (604) 683-3995;
Email: mike@engcom.ca

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 26th day of May, 2016.

ASHBURTON VENTURES INC.

"Michael England"

Per: Michael England