51-102F3 MATERIAL CHANGE REPORT [F]

Item 1 Name and Address of Company

Orient Venture Capital Inc.
Suite 300, 1055 West Hastings Street
Vancouver, BC V6E 2E9

Item 2 Date of Material Change

April 4, 2012

Item 3 News Release

The news release was disseminated on April 5, 2012 by Marketwire.

Item 4 Summary of Material Change

On April 4, 2012, the Company closed a non-brokered working capital private placement financing of 5,300,000 common shares at a price of $0.05 per common share for gross proceeds of $265,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On April 4, 2012, the Company closed its non-brokered working capital private placement financing (the "**Private Placement**"). The Company issued 5,300,000 common shares at a price of $0.05 per common share for gross proceeds of $265,000. There were no finder's fees paid in connection with the Private Placement. All of the securities issued pursuant to the Private Placement are subject to a four month hold period expiring on August 5, 2012.

Eight of the subscribers were proposed Principals (as that term is defined in the policies of the Exchange) of the Company upon completion of the Company's proposed Qualifying Transaction (as that term is defined in the policies of the Exchange). They subscribed for an aggregate of 1,710,000 common shares at a price of $0.05 per common share for gross proceeds of $85,500. In addition, Asia Select Asset Management Inc. (**"Asia Select"**), a company wholly-owned by Min Kuang, Chief Executive Officer and a director of the Company, subscribed for 200,000 common shares at a price of $0.05 per common share for gross proceeds of $10,000. Pursuant to the policies of the Exchange, all of these subscribers are required to enter into an escrow agreement with respect to the common shares issued pursuant to the Private Placement.

The issuance of 200,000 common shares of the Company to Asia Select constitutes a "related party transaction" as such term is defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (**"MI 61-101"**). As a result of the Private Placement, the percentage of common shares of the Company beneficially owned or controlled by Min Kuang decreased to 9.02% from 15.5%. The board of directors of the Company conducted a review and approval process of the Private Placement as it would any other private placement, and had no contrary view, abstention, or material disagreement regarding same other than the abstention by Ms. Kuang. Ms. Kuang disclosed her interest in the subscription of these common shares by Asia Select and has abstained from voting on the approval of the subscription. The Company entered into a standard subscription agreement with Asia Select, with the same terms applicable to every other subscriber in the Private Placement.

In issuing these common shares to Asia Select, the Company is relying on exemptions from the formal valuation and minority approval requirements under MI 61-101, including without limitation, the exemptions from formal valuation contained in Section 5.5(a) Fair Market Value Not More than 25% of Market Capitalization and Section 5.5(b) Issuer Not Listed on Specified Markets, and the exemption from minority approval requirement contained in Section 5.7(a) Fair Market Value Not More than 25 Per Cent of Market Capitalization.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

None

Item 8 Executive Officer

Ms. Min Kuang, Chief Executive Officer and Director (604) 689-0618

Item 9 Date of Report

April 5, 2012