

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Shelby Ventures Inc. (the “Company”)
302 – 750 West Pender Street
Vancouver, B.C. V6C 2T7

Telephone: 604-681-0084

Item 2. Date of Material Change

News Release dated January 15, 2013

Item 3. News Release

News Release dated January 15, 2013 was disseminated on January 15, 2013 filed on SEDAR on January 15, 2013

Item 4. Summary of Material Change

Shelby Ventures Inc announces it has arranged a non-brokered private placement.

Item 5. Full Description of Material Change

VANCOUVER, B.C. January 15, 2013 – – SHELBY VENTURES INC. (“Shelby” or the “Company”) is pleased to announce it has arranged a non-brokered private placement consisting of offering up to 9,185,714 common shares at a price of \$0.07 per share for gross proceeds of \$642,999.98. Finders’ fees may be paid in accordance with regulatory policy. All shares issued in connection with the private placement are subject to a four month hold period.

The private placement is subject to regulatory approval, including the approval of the NEX Board of the TSX Venture Exchange. Proceeds from the private placement will be used to fund possible qualifying transactions and general working capital.

About Shelby Ventures Inc.

The Company is a Capital Pool Company, currently listed on the NEX Board of the TSX Venture Exchange. Management of the Company is actively engaged in assessing possible projects with a view to completing a Qualifying Transaction. To date, Management’s efforts have been focused on the resource sector and they continue to review opportunities as they arise.

.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

The following senior officer of the Issuer is knowledgeable about the material change and the Report and may be contacted:

Tony Ricci, Chief Executive Officer telephone: 604-681-0084

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 15th day of January 15, 2013.