

**FORM 51-102F3
NATIONAL INSTRUMENT 51-102**

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

FILED VIA SEDAR

Item 1. Name and Address of Company

Rattlesnake Ventures Inc.
10463 Guelph Line, RR #1
Campbellville, Ontario
L0P 1B0

Item 2. Date of Material Change

A material change took place on March 14, 2011.

Item 3. News Release

On March 14, 2011, a news release in respect of the material change was released by telecopier through the facilities of Marketwire.

Item 4. Summary of Material Change

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

Item 5. Full Description of Material Change

A full description of the material change is contained under Item 4.

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

The report is not being filed in reliance on section 7.1(2) or (3) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Scott White, President and CEO, 416-704-6611

Item 9. Date of Report

March 15, 2011

Schedule "A"

NEWS RELEASE

For Immediate Release

March 14, 2011

Toronto, Ontario

RATTLESNAKE VENTURES INC.

**RATTLESNAKE ANNOUNCES UPDATE ON QUALIFYING TRANSACTION WITH
MINSUD RESOURCES INC.**

Not for distribution in the United States or through United States wire services.

FOR IMMEDIATE RELEASE

Toronto, Ontario – March 14, 2011, Rattlesnake Ventures Inc. ("**Rattlesnake**") (NEX: RVI.H), wishes to provide an update on its proposed business combination with Minsud Resources Inc. ("**Minsud**") previously announced on January 5, 2011 and February 7, 2011 (the "**Proposed Transaction**"). The Proposed Transaction is intended to be the Qualifying Transaction of Rattlesnake pursuant to Policy 2.4 of the TSX Venture Exchange (the "**Exchange**").

Rattlesnake is pleased to announce the following:

1. Minsud has received gross proceeds of \$3,700,000 from the first tranche of a private placement (the "**Private Placement**") of subscription receipts (the "**Subscription Receipts**");
2. Minsud has signed a letter agreement with Minera Sud Argentina S.A. ("**MSA**") with respect to the planned concurrent acquisition of MSA by Minsud upon completing the Proposed Transaction; and
3. Rattlesnake has received an exemption order from the applicable Canadian securities regulatory authorities to permit reporting its financial statements for the financial year commencing April 1 2010, and subsequent interim and annual periods, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS-IASB**").

Description of Private Placement

On March 4, 2011, Minsud issued a total of 9,250,000 Subscription Receipts at a price of \$0.40 each for total proceeds of \$3,700,000. Each Subscription Receipt is convertible, without additional consideration, into a unit (a "**Minsud Unit**") consisting of one common share in Minsud ("**Minsud Share**") and one common share purchase warrant in Minsud ("**Minsud Warrant**"). Each Minsud Warrant entitles the holder to purchase one Minsud Share at a price of \$0.60 per share until 24 months after the Proposed Transaction has been completed.

All of the gross proceeds received by Minsud under the Private Placement are being held in escrow and are to be released to Minsud upon satisfying certain conditions including, among other things, the completion of the Proposed Transaction (the "**Escrow Release Condition**"). If the Escrow Release Condition is not satisfied or waived prior to September 1, 2011, the

Subscription Receipts will automatically be cancelled and the proceeds of the Private Placement will be returned to the holders of the Subscription Receipts in an amount per Subscription Receipt equal to: (i) the purchase price of the Subscription Receipt; and (ii) a pro rata share of interest, if any, actually earned thereon.

Portfolio Strategies Securities Inc. acted as agent for Minsud in connection with the Private Placement and will receive a cash commission and broker warrants upon closing the Proposed Transaction (the “**Minsud Broker Warrants**”). Each Minsud Broker Warrant entitles the agent to purchase one Minsud Unit at a price of \$0.40 per unit until 24 months after completing the Proposed Transaction.

Minsud plans to raise up to an additional \$1,300,000 in Subscription Receipts prior to the completion of the Proposed Transaction. The Minsud Units and the Minsud Broker Warrants will be exchanged for corresponding units and warrants, respectively, in Rattlesnake (as the resulting issuer) upon completion of the Proposed Transaction.

Description of Letter Agreement with Minera Sud Argentina S.A.

Minsud has entered into a letter agreement with MSA and the shareholders of MSA with respect to a proposed transaction whereby Minsud will become the owner of at least 95% of the total number of issued and outstanding shares of MSA (“**MSA Agreement**”). Pursuant to the terms of the MSA Agreement, the shareholders of MSA agreed to exchange a sufficient amount of their shares of MSA, which as of the date hereof represent an aggregate of 10,852,000 shares, for shares of Minsud so that, after the completion of such exchange, Minsud will become the owner of at least 95% of the total number of issued and outstanding shares of MSA (the “**MSA Swap**”). As such, 10,309,400 shares of MSA will be exchanged for 15,000,000 shares of Minsud at a deemed price of \$0.124175 per Minsud share. The MSA Swap will occur upon certain conditions being met including, but not limited to, the execution of the definitive transaction agreement with respect to the Proposed Transaction between Rattlesnake and Minsud, completion of a brokered private placement of Minsud for gross proceeds of up to \$5,000,000, completion of the Proposed Transaction and confirmation that all necessary approvals from the Exchange with respect to the Proposed Transaction have been granted.

Description of Early Adoption of IFRS-IASB

The Canadian Accounting Standards Board confirmed in February 2008 that IFRS-IASB would replace generally accepted accounting principles in Canada (“**Canadian GAAP**”) for publicly accountable enterprises, such as Rattlesnake, for financial periods beginning on or after April 1, 2011, in the case of Rattlesnake, with the option available to early adopt IFRS-IASB from periods beginning on or after April 1, 2010, in the case of Rattlesnake, upon receipt of approval from the Canadian securities regulatory authorities. In accordance with the exemption order granted, Rattlesnake will also be re-filing its interim consolidated financial statements for the three-month period ended June 30, 2010, for the three and six-month periods ended September 30, 2010 and for the three and nine-month periods ended December 31, 2010, and the related management’s discussion and analyses thereon, based on the adoption of IFRS-IASB effective April 1, 2010.

Rattlesnake chose to apply for exemptive relief to early adopt IFRS-IASB to facilitate the consummation of the Proposed Transaction with Minsud. Minsud has determined that IFRS-IASB is to be its basis of reporting. Under Canadian securities laws, only by having Rattlesnake early adopt IFRS-IASB, would it be possible to have all the financial statements and financial information included in the Filing Statement prepared on a consistent basis under IFRS-IASB.

The Filing Statement is a prescribed document necessary to receive the approval of the Exchange on the Proposed Transaction. In addition, IFRS-IASB will be the required basis of accounting for the continuing entity effective for its fiscal year commencing on April 1, 2011.

IFRS Conversion Assessment

Management has apprised the audit committee, and the board of directors, of Rattlesnake on the transition from Canadian GAAP to IFRS-IASB. Management had previously assessed that, on Rattlesnake completing a Qualifying Transaction, the applicability of IFRS-IASB to the entity which is party to the Qualifying Transaction would be the more significant aspect of IFRS-IASB adoption rather than the impact of IFRS-IASB adoption on Rattlesnake itself. Rattlesnake is a Capital Pool Company and, as such, the main areas of accounting focus to date have been, and will continue to be prior to the consummation of a Qualifying Transaction, the issuance of share capital, recording of stock-based compensation expense and recording cash transactions all of which have very few or no significant differences between IFRS-IASB and Canadian GAAP. Rattlesnake does not expect that it will have to apply any of the exemptions available under IFRS 1, First-time Adoption of International Financial Reporting Standards (“**IFRS 1**”) in preparing its financial statements in accordance with IFRS-IASB.

Accounting Policy Changes and First-time Adoption of IFRS

IFRS 1 sets forth guidance for the initial adoption of IFRS-IASB. Commencing with the interim period ended June 30, 2010, Rattlesnake will present its comparative financial statements for annual and interim periods in accordance with IFRS-IASB. In addition, Rattlesnake will reconcile equity and net income (loss) from the previously reported Canadian GAAP amounts to the restated IFRS-IASB amounts. IFRS 1 generally requires that first-time adopters retrospectively apply all IFRS standards and interpretations in effect on adoption. IFRS 1 also provides for certain optional exemptions and certain mandatory exceptions to this general principle. As noted, Rattlesnake does not expect to use any of the optional exceptions available under IFRS 1.

Major Differences between Accounting Policies under Canadian GAAP and IFRS-IASB

The adoption of IFRS-IASB will not result in differences from the recognition and measurement of assets, liabilities, equity, revenues, expenses and cash flows within the financial statements for Rattlesnake. There will, however, be certain presentation and disclosure differences in the financial statements.

READER ADVISORY

Investors are cautioned that, except as disclosed in the information circular or filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

All information contained in this news release with respect to Rattlesnake and Minsud was supplied by Rattlesnake and Minsud, respectively, for inclusion herein, and Rattlesnake and its directors and officers have relied on Minsud for any information concerning them.

Statements in this press release may contain forward-looking information including, operating costs, administrative costs, acquisitions and dispositions, capital spending, access to credit facilities, income taxes, regulatory changes, and other components of cash flow and earnings. Any statements that are contained in this press release that are not statements of historical fact may be deemed to be forward looking statements. Forward-looking statements are often identified by terms such as “may”, “should”, “anticipate”, “expects” and similar expressions. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Rattlesnake. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement.

The forward-looking statements contained in this press release are made as of the date of this press release, and Rattlesnake does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by securities law.

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Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance, and, if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

For further information:

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Minsud Resources Inc.

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THE EXCHANGE HAS IN NO WAY PASSED UPON THE MERITS OF THE PROPOSED TRANSACTION AND HAS NEITHER APPROVED OR DISAPPROVED THE CONTENTS OF THIS PRESS RELEASE.

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