51-102F3 MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Discovery Ventures Inc.
900 – 570 Granville Street
Vancouver, BC V6C 3P1

Item 2 Date of Material Change

November 15, 2013

Item 3 News Release

The news release was issued on November 15, 2013 through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced that it has closed its first tranche of the private placement that was previously announced in its news release on November 8, 2013.

Item 5 Full Description of Material Change

See attached news release.

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

Not applicable.

Item 7 Omitted Information

None

Item 8 Executive Officer

Akash Patel, President and Director, Telephone No. 604.926.3123

Item 9 Date of Report

November 22, 2013

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Discovery Ventures Inc.
900 – 570 Granville Street
Vancouver, B.C. V6C 3P1

FOR IMMEDIATE RELEASE November 15, 2013

DISCOVERY VENTURES ANNOUNCES CLOSING OF ITS FIRST TRANCHE PRIVATE PLACEMENT AND PAYMENT TO ROCA MINE

VANCOUVER – Discovery Ventures Inc. ("**Discovery**") (TSXV: DVN) announces that it has completed the first tranche of its previously announced private placement financing (the "**Financing**"), as described in its news release of November 8, 2013, pursuant to which it has issued an aggregate of 4,779,000 units (each, a "**Unit**") at a price of $0.21 per Unit for aggregate gross proceeds of $1,003,590. Each Unit consists of one common share of the Company (each, a "**Share**") and one share purchase warrant (each, a "**Warrant**"). One Warrant entitles the holder thereof to purchase one additional Share at a price of $0.35 per Share for a period of two years from closing of the Financing. All securities issued in the Financing will be subject to a hold period that expires on March 16, 2014. In connection with the closing of the Financing, Discovery paid a finder's fee of $60,215.40 and issued 286,740 Warrants to one finder.

Discovery used part of the proceeds from the Financing to make a payment to Roca Mines Inc. ("**Roca**") of $750,000 pursuant to a binding letter agreement dated November 4, 2013 (the "**Agreement**") with Roca and FortyTwo Metals Inc., a wholly-owned subsidiary of Roca ("**FortyTwo**"). Following the payment, Discovery is deemed to have exercised the first stage of its option to acquire FortyTwo and Roca must transfer 16% of the share capital of FortyTwo to Discovery. For further information on the Agreement and FortyTwo, please see Discovery's news releases dated November 6, 2013, announcing the entry into of the Agreement, and November 7, 2013, announcing the conditional approval of the TSX Venture Exchange of the Agreement.

If you would like to be added to Discovery's news distribution list, please send your email address to info@discoveryventuresinc.com or visit our website located at www.discoveryventuresinc.com.

"Akash Patel"
Akash Patel
President and Director
Discovery Ventures Inc.

FOR FURTHER INFORMATION PLEASE CONTACT:
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Neither the TSX Venture Exchange Inc. nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange Inc.) accepts responsibility for the adequacy or accuracy of this press release.

This press release contains forward-looking information that involve various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of the Discovery, such as the statement that Roca must transfer 16% of the share capital of FortyTwo to Discovery. There are numerous risks and uncertainties that could cause actual results and Discovery's plans and objectives to differ materially from those expressed in the forward-looking information, including: (i) adverse market conditions; (ii) risks inherent in the mineral exploration industry in general; (iii) the ability of Discovery to exercise one or more stages of the option; (iv) the ability of Discovery to raise sufficient funds to exercise one or more stages of the option; (v) the risk in Roca receiving an offer to sell the shares of FortyTwo that it is willing to accept in substitution of Discovery's option under the Agreement; (vi) the risk in one or more creditors of Roca or FortyTwo placing either entity into bankruptcy; (vii) inability to acquire permits or First Nation support for mining operations with respect to the Willa Project or the Max Mine; and (viii) latent environmental liabilities with respect to the Willa Project or the Max Project. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, Discovery does not intend to update these forward-looking statements.