51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Venerable Ventures Ltd. (the "Company")
2644 Kilmarnock Crescent
North Vancouver, BC V7J 2Z5

Item 2 Date of Material Change

September 16, 2010

Item 3 News Release

The news release was disseminated through Stockwatch and Market News on September 16, 2010.

Item 4 Summary of Material Change

The Company completed its initial public offering.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company, a capital pool company, is pleased to announce that on September 16, 2010, it successfully completed its initial public offering (the "**IPO**") of 7,568,000 common shares in the capital of the Company at a price of $0.10 per common share for gross proceeds of $756,800 (the "**Proceeds**").

Canaccord Genuity Corp. acted as agent (the "**Agent**") for the IPO. The Company has paid the Agent a cash commission equal to 10% of the Proceeds and the Agent also received an administration fee. The Company also granted non-transferable agent's warrants (the "**Agent's Warrants**") to purchase an aggregate of 756,800 common shares of the Company. The Agent's Warrants are exercisable for a period of 24 months from the date of listing on the TSX Venture Exchange (the "**Exchange**") at a price of $0.10 per common share.

The Company also granted to its directors and officers options to acquire 500,000 common shares ("**Shares**") at a price of $0.10 per Share, for a period of five years from the date the Company's Shares are listed on the Exchange.

The Company is a capital pool company within the meaning of the policies of the Exchange. The Company has not commenced operations and has no assets other than cash. The Company intends to use the net proceeds of the IPO to identify and evaluate potential Qualifying Transactions under the polices of the Exchange.

The Company expects its common shares will begin trading on the Exchange on Monday, September 20, 2010 under the trading symbol “VLV.P”.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Ryan Sharp, President and Chief Executive Officer, 604-818-1486

Item 9 Date of Report

September 16, 2010