

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

BLUE RIVER RESOURCES LTD. (the "Company")
501 – 525 Seymour Street
Vancouver, BC V6B 3H7

Item 2: Date of Material Change

September 12, 2014.

Item 3: News Release

A news release was issued and disseminated on September 15, 2014 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company completed a non-brokered private placement of a total of 1,509,415 units for gross proceeds of \$90,565.

Item 5: Full Description of Material Change

The Company completed a non-brokered private placement of a total of 1,509,415 units for gross proceeds of \$90,565. Each unit consists of one common share and one-half of one share purchase warrant exercisable at \$0.15 per share for a period of five years from closing of the offering. The securities will be subject to a four-month hold period as required under applicable securities laws.

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

Note applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

Griffin V. Jones, CEO
Tel: 604.682.7339

Item 9: Date of Report

September 15, 2014.