FORM 51-102F3 – MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Five Nines Ventures Ltd.
106, 1641 Lonsdale Avenue
North Vancouver, BC

Item 2 Date of Material Change

November 14, 2012

Item 3 News Release

Issued and disseminated on November 14, 2012, through the facilities of SEDAR, Stockwatch and Market News.

Item 4 Summary of Material Change

Five Nines Ventures Ltd. provides update on summer 2012 work program.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release – Schedule A.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

"Carman Parente"

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Carman Parente
President & CEO

Tel: 604.880.3144

Item 9 Date of Report

November 14, 2012

SCHEDULE A

For Immediate Release

CNSX: FIV

Vancouver, BC, Canada November 14, 2012

NEWS RELEASE

FIVE NINES VENTURES WORK PROGRAM SUMMER 2012

On behalf of Five Nines Ventures Ltd. (Five Nines or the Company), the board of directors are pleased to announce the results of the summer 2012, 502 metre drill program, on claim 4214924 of the Serpent River property, Gaiashk Township, Elliot Lake area Ontario. The work program consisted of preparing access roads to the drill sites followed by the drilling of 2 holes.

Hole # FN12-02 was drilled to a depth of 251 metres in the southeast corner of claim 4214924, approximately 200 metres west of the north-south claim boundary of the newly optioned property from International Montoro Resources Inc. and the area of their recent drilling: (International Montoro Resources Inc., News Releases).

Hole FN12-02 is considered to have intersected the lower sedimentary units of the Huronian Supergroup which host the uranium and rare earth element (REE) mineralization in the Elliot Lake district of Northern Ontario. Assays from a 13 metre section of the core were analyzed for uranium, thorium and REE and the results are presented in Table 1. These results are also in line with the assay results from the previous drilling by International Montoro Resources on the newly acquired claims optioned by Five Nines.

TABLE 1
FIVE NINES VENTURES LTD.
DRILL HOLE FN-12-02 - PECORS CLAIM 4214924
ANALYTICAL RESULTS, 13 m INTERVAL FROM 170 m TO 183 m

Sample Number	From (m)	To (m)	Width (m)	Ce (ppm)	Th (ppm)	U (ppm)	Y (ppm)
N989199	170.0	171.0	1.0	131.5	176.5	54.8	54.2
N989200	171.0	172.0	1.0	42.1	104.0	110.0	47.1
N989201	172.0	173.0	1.0	187.5	228	81.2	63.7
N989202	173.0	174.0	1.0	47.1	91.9	44.5	44.1
N989203	174.0	175.0	1.0	152.5	197.5	90.6	74.5
N989204	175.0	176.0	1.0	109.0	102.0	26.3	72.8
N989205	176.0	177.0	1.0	190.0	127.0	85.1	52.8
N989206	177.0	178.0	1.0	65.8	174.0	105.0	95.8
N989207	178.0	179.0	1.0	72.8	78.9	65.4	40.1
N989208	179.0	180.0	1.0	92.7	105.5	69.0	39.6
N989209	180.0	181.0	1.0	179.0	195.5	108.5	107.5
N989210	181.0	182.0	1.0	768	937	496	325
N989211	182.0	183.0	1.0	107.5	56.9	27.9	129.0
mean 170 - 183 m				165.0	198.0	105.0	88.2

Normally uranium values are reported as percent (%) U_3O_8 with the conversion factor for uranium (U) to uranium oxide (U_3O_8) being 3.54. On this basis 105 ppm U is equivalent to 372 ppm or 0.037% U_3O_8 or 0.82 lbs. U_3O_8 per tonne.

The 13 metre core interval (true width unknown) assayed 0.037% U_3O_8, 198 ppm Th (thorium), 165 ppm Ce (cerium) and 88.2 ppm Y (yttrium). The U_3O_8 grade of 0.037% or 0.82 lb./tonne is identical to that reported by Rio Algom in October 1977 for mineralization in the Pecors East Zone of 0.74 lb. U_3O_8/ short ton (0.81 lb. U_3O_8/tonne).

Hole# FN12-01 was drilled in the central part of the claim to a depth of 251 metres to evaluate the anomalous, gradient IP chargeability – resistivity readings from a previous work program. The hole was drilled on the southern edge of the anomaly since a rocky ridge/cliff prevented access to the central part of the anomaly. The hole entered bedrock at 2.8 metres and intersected a gabbro/diabase dyke to the end of the hole at 251 metres. The gabbro/diabase dyke is a steeply-dipping, northeast-trending intrusive crosscutting the Huronian Supergroup sediments. This anomaly extends across the claim and has an east-west strike length of approximately 1200 metres. From the bedrock surface at 2.8 metres to 17.0 metres a zone of quartz-epidote-chalcopyrite-pyrite stringers with associated blebby and disseminated sulphides was intersected. This 14.2 metre interval is weakly mineralization and returned average values of 0.032 ppm Au (gold), 0.024 ppm Pt. (platinum), 0.026 ppm Pd. (palladium), <0.2 pm Ag (silver), 605 ppm or 0.06% Cu (copper) and 32 ppm Ni (nickel). It is considered that this type of mineralization is the cause of the gradient IP anomaly and that the stronger IP chargeability response in the core of the anomaly, may represent higher copper, nickel, gold and platinum group metal (PGM) values. (The casing was left in the hole to facilitate deepening of the hole if required).

Forward Looking Statements:

Statements in this release that are forward-looking reflect the Company's current views and expectations with respect to its performance, business, and future events. Such statements are subject to various risks and assumptions, some, but not necessarily all, are disclosed elsewhere in the Company's periodic filings with Canadian securities regulators. Such statements and information contained herein represent management's best judgment as of the date hereof based on the information currently available; however actual results and events may vary significantly. The Company does not assume the obligation to update any forward-looking statement.

Neither the CNSX nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release. Mr. L.D.S. Winter (P.Geo.) has approved the technical data presented in the news release. Mr. Winter is an independent consultant for Five Nines Ventures Ltd. and acts as the Qualified Person under National Instrument NI43-101.

On Behalf of the Board of Directors

Signed:

"Carman Parente"

President & CEO, Director

For investor relations inquiries, please contact:
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