

SCHEDULE A

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 12, 2013

Item 3 News Release

Issued and disseminated on November 12, 2013 through the facilities of SEDAR, CNSX, Stockwatch and Market News.

Item 4 Summary of Material Change

Five Nines Ventures Ltd. announces Asset Spin-out Plan of Arrangement

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"

Carman Parente
President & CEO

Tel: 604.880.3144

Item 9 Date of Report

November 18, 2013



CNSX: FIV

News Release

FIV ANNOUNCES PLAN OF ARRANGEMENT FOR ASSET SPIN-OFF

November 12, 2013, Vancouver, British Columbia – Five Nines Ventures Ltd. (the “Company” or “FIV”) is pleased to announce that its Board of Directors (the “Board”) has approved a resolution to undertake a Plan of Arrangement, (“POA”), which will involve the divestiture or spin-off of certain assets into four subsidiaries. In that regard, FIV has entered into an arrangement agreement dated effective October 7, 2013 with each of its four subsidiaries to effect the POA.

The Board has decided to act upon this POA in an effort to differentiate the assets of its subsidiaries. By undertaking this POA, FIV, the parent company, will focus on its mineral claims. This strategy will enable FIV to spin off and divest its interests in the letter of intent with Blackgate Asset Management Ltd., the letter of intent with NHS Industries Ltd., the letter of intent with Norsemont Metals Ltd., and certain merchant banking assets to its subsidiaries. In return, FIV shareholders will receive from each subsidiary the number of common shares equal to the issued and outstanding common shares of FIV held by the shareholder as of the share distribution record date, multiplied by a conversion factor. Option and warrant holders will have the ability to exercise their options and warrants prior to the completion of the POA in order to participate in the POA.

Shareholders will be defined as those holders of common shares as of the Record Date of October 22, 2012.

FIV and each of its subsidiaries will serve different markets and are subject to different competitive forces and will require diverse short term and long term strategies. The separation into five independent companies, each with its own board of directors, will provide management of each company with a sharper business focus. This will permit the companies to pursue independent business strategies best suited to their business plans, and allow them to pursue opportunities in their respective markets.

As separate companies, FIV and each of its subsidiaries will have enhanced access to the capital necessary to finance their respective growth strategies. By establishing five separate public companies with independent public reporting, investors and analysts can evaluate more easily each company relative to their respective industries.

The Board and management believe the POA, when consummated, will provide a platform for growth for the shareholders of FIV as it will provide an immediate interest in the different companies, and afford a secure and expedient development path for the development of various businesses in the subsidiaries.

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The spinoff is expected to provide a number of benefits to the existing investors in FIV as shareholders of all five companies.

After the spinoff, FIV's operations will focus on the recommended exploration program for the Serpent River property and additional acquisition and exploration of mineral exploration properties.

The POA is subject to the approval by the shareholders of FIV to be held at the upcoming annual general and special meeting of the shareholders on December 10, 2013 and the Supreme Court of British Columbia. The Company will be providing full details of the plan of arrangement in an information circular which will be mailed to the shareholders and will be available on SEDAR.

For further information, please contact:

*Carman Parente
President, CEO and interim CFO
Phone: 604-880-3144*

The CNSX has not reviewed, and does not accept responsibility for the adequacy or accuracy of the contents of this news release.