FORM 51–102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

Canoe Mining Ventures Corp.
277 Lakeshore Road East
Suite 403
Oakville, Ontario L6J 6J3

(“**Canoe**” or the “**Company**”)

Item 2 Date of Material Change

June 3, 2014

Item 3 News Release

Canoe disseminated a joint news release with Birch Hill Gold Corp. (“**Birch Hill**”) dated June 3, 2014, a copy of which was filed on SEDAR on June 3, 2014.

Item 4 Summary of Material Change

Effective June 3, 2014, the Company has completed its previously announced business combination by way of a three cornered amalgamation (the “**Transaction**”), pursuant to which Birch Hill and 0996623 B.C. Ltd., a wholly owned subsidiary of the Company, amalgamated under the name “Coldstream Mineral Ventures Corp.” (“**Coldstream**”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Effective June 3, 2014, the Company has completed its previously announced business combination by way of a three cornered amalgamation, pursuant to which Birch Hill and 0996623 B.C. Ltd., a wholly owned subsidiary of the Company, amalgamated under the name “Coldstream Mineral Ventures Corp.”.

Effective June 3, 2014, Canoe acquired ownership and control of 13,421,385 common shares of Coldstream, representing 100% of the formerly issued and outstanding common shares in the capital of Birch Hill in exchange for common shares in the capital of Canoe Mining (the “**Canoe Mining Shares**”) on the basis of 1 Canoe Mining Share in exchange for every 2.5 common shares of Birch Hill. Additionally, all of the outstanding common share purchase warrants of Birch Hill were exchanged for common share purchase warrants of Canoe, subject to adjustment in number and exercise price based on the Exchange Ratio.

The trading of the former common shares of Birch Hill has been halted pending delisting from the TSX Venture Exchange, which is anticipated to occur on June 5, 2014. In addition, applications will be filed for Coldstream to cease to be a reporting issuer under Canadian securities laws.

Following the Transaction, Canoe Mining will have a total of 39,321,262 common shares issued and outstanding, as well as options and warrants entitling holders to purchase approximately 11,741,345 common shares, at exercise prices ranging from $0.20 to $7.50 and expiry dates ranging from October 31, 2014 to February 27, 2019.

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

Not applicable.

Item 8 Executive Officer

Chuck Allen, President and CEO

Item 9 Date of Report

June 3, 2014.