

**Form 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

**HIGH 5 VENTURES INC.**  
Suite 1000, 1177 West Hastings Street.  
Vancouver, British Columbia V6E 2K3

(the "Company" or "High 5")

**2. Date of Material Change**

September 4, 2013

**3. News Release**

News release was issued on September 4, 2013 and disseminated via Vancouver Stockwatch, Bay Street News (Market News Publishing) and NewsFile and filed on SEDAR pursuant to section 7.1 of National Instrument 51-102.

**4. Summary of Material Change**

In respect to the Convertible Debentures that were issued by the Company to twelve arm's length parties, the Company has elected to convert the principal amount of the Convertible Debentures together with all accrued interest into common shares of the Company. Specifically, the Company has issued 3,664,345 common shares to twelve arm's length parties in full satisfaction of the Company's obligations pursuant to the Convertible Debentures.

**5. Full Description of Material Change**

Please see the attached News Release dated September 4, 2013 attached as Schedule "A".

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

Not Applicable

**7. Omitted Information**

No information has been omitted.

**8. Executive Officer**

Mr. Bedo H. Kalpakian, President of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 681-1519 ext. 6106.

**9. Date of Report**

This report is dated the 5<sup>th</sup> day of September, 2013.



Schedule "A"

**NEWS RELEASE**

Symbols: HHH - CNSX  
HHHEF - OTCQB

**Conversion of Convertible Debentures**

**VANCOUVER, BRITISH COLUMBIA. September 4, 2013. High 5 Ventures Inc.** (the "Company" or "High 5"). In respect to the Convertible Debentures that were issued by the Company to twelve arm's length parties, the Company has elected to convert the principal amount of the Convertible Debentures together with all accrued interest into common shares of the Company. Specifically, the Company has issued 3,664,345 common shares to twelve arm's length parties in full satisfaction of the Company's obligations pursuant to the Convertible Debentures. Of the 3,664,345 common shares issued, 636,493 common shares are freely tradeable, 1,980,427 common shares have a hold period expiring on September 23, 2013, 414,630 common shares have a hold period expiring on October 11, 2013, and 632,795 common shares have a hold period expiring on October 27, 2013.

For more information on the Company, please contact us at (604) 681-1519. In addition, please visit the Company's website at [www.high5venturesinc.com](http://www.high5venturesinc.com) or the CNSX's website at the following direct link [http://www.cnsx.ca/Page.asp?PageID=2013&AA\\_RecordID=222](http://www.cnsx.ca/Page.asp?PageID=2013&AA_RecordID=222).

On Behalf of the Board,

**High 5 Ventures Inc.**

*"Bedo H. Kalpakian"*

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Bedo H. Kalpakian  
President

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

*Trading in the securities of the Company should be considered speculative.*