

FORM 51-102F3

MATERIAL CHANGE REPORT
PURSUANT TO SECTION 7 OF NATIONAL INSTRUMENT 51-102

ITEM 1 **REPORTING ISSUER**
MUSGROVE MINERALS CORP.
102-15910 Fraser Hwy.,
Surrey, BC V4N 0X9

ITEM 2 **DATE OF MATERIAL CHANGE**

August 18, 2014

ITEM 3 **NEWS RELEASE**

News Release disseminated over news@stockwatch.com and news@baystreet.com on August 18, 2014 and filed on SEDAR on August 22, 2014.

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

Closing of Private Placement

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

Surrey, British Columbia – August 18, 2014 – Musgrove Minerals Corp. (“Musgrove” or the “Company”) (TSX.V: MGS) has closed a private placement of 2,222,222 units, at a price of \$0.09 per unit, for gross proceeds of \$200,000. Each unit consists of one common share and one non-transferable share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.12 per share for a period of three years until August 18, 2017. The shares issued pursuant to the private placement are subject to a hold period expiring on December 19, 2014.

ON BEHALF OF THE BOARD OF DIRECTORS OF MUSGROVE MINERALS CORP.

BY ORDER OF THE BOARD
”Rana Vig”
Rana Vig,
President and CEO
MUSGROVE MINERALS CORP.

ITEM 6 **RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

N/A

ITEM 7 **OMITTED INFORMATION**

N/A

ITEM 8 **EXECUTIVE OFFICER**

Rana Vig, President & CEO, Tel: 604 633 2442

ITEM 9 **DATE OF REPORT**

Dated at Surrey, B.C. this 25th day of August, 2014.