

FORM 51-102F3

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

ITEM 1 **REPORTING ISSUER**
MUSGROVE MINERALS CORP.
2600-1066 Hastings Street
Vancouver, BC V6E 3X1

ITEM 2 **DATE OF MATERIAL CHANGE**

April 20, 2016

ITEM 3 **NEWS RELEASE**

News Release disseminated over news@baystreet.com and news@stockwatch.com on April 21, 2016 and filed on Sedar on April 21, 2016.

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

Announcement of change of business and execution of letter of intent (LOI)

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

MUSGROVE ANNOUNCES CHANGE OF BUSINESS AND EXECUTION OF LETTER OF INTENT WITH REWARDSTREAM SOLUTIONS

Vancouver, BC – Musgrove Minerals Corp. (“Musgrove”) (TSXV: MGS) announced today that it has entered into a letter of intent dated April 20, 2016 to acquire (the “Transaction”) all of the outstanding shares of RewardStream Solutions Inc. (“RewardStream”). Upon completion, the Transaction will result in both a change of business for Musgrove and a reverse takeover within the meaning of the policies of the TSX Venture Exchange (the “TSX-V”).

In connection with the Transaction, Musgrove will consolidate its shares on a 2:1 basis (the “Consolidation”). There are currently 14,075,366 Musgrove shares and warrants for 740,740 Musgrove shares outstanding which will result in approximately 7,037,683 post-Consolidation Musgrove shares and warrants for 370,370 post-Consolidation Musgrove shares.

The Transaction is subject to the parties successfully negotiating and entering into a definitive agreement in respect of the Transaction (the “Definitive Agreement”) on or before May 15, 2016 or such other date as Musgrove and RewardStream may agree. Execution of the Definitive Agreement is subject to a number of conditions including completion of due diligence review by each of Musgrove and RewardStream.

Completion of the Transaction will be subject to a number of conditions including:

- Execution of the Definitive Agreement;
- Sale or other disposition by Musgrove of its mineral properties;
- Completion of a part and parcel private placement (the “Private Placement”) consisting of between 12,000,000 and 16,000,000 units at a price of \$0.125 per unit (on a pre-Consolidation basis) for gross proceeds of between \$1,500,000 and \$2,000,000. Each unit will consist of one common share and one-half of one common share purchase warrant. Each full warrant will be exercisable to purchase an additional common share at a price of \$0.25 per share (on a pre-Consolidation basis) for a period of two years from the date of issuance. All securities issuable pursuant to the Private Placement will be subject

to a four-month hold period from the date of issuance. The warrants will be subject to an accelerated expiry if the 10 trailing-day volume weighted average price of the Musgrove shares on the TSX-V exceeds \$0.375 (on a pre-Consolidation basis), in which event the holder will be given notice that the warrants will expire 30 days following the date of such notice. The warrants will be exercisable by the holder during the 30-day period between the notice and the expiration of the warrants. Musgrove will pay commissions or finders' fees of up to 10% of the gross proceeds. The Private Placement will be completed in tranches prior to closing to provide interim financing from Musgrove to RewardStream, to pay costs of the re-organization and to fund the marketing efforts of the Resulting Issuer and for general corporate purposes.

- Approval by the shareholders of Musgrove and RewardStream;
- Termination of all RewardStream option agreements;
- The entry by RewardStream shareholders into such escrow agreements as may be required by the TSX-V and the entry of RewardStream shareholders who are not required to be escrowed into pooling agreements providing for releases of shares over a one-year period;
- Subject to TSX-V approval, the advance of at least \$100,000 by way of secured loans to RewardStream from Musgrove;
- Regulatory approvals, including TSX-V approval; and
- The payment by Musgrove of all amounts owed to Musgrove directors and officers.

Pursuant to the Transaction, RewardStream and Musgrove will amalgamate into one company (the "Resulting Issuer"). The current shareholders of RewardStream will receive an aggregate of 20,000,000 shares of the Resulting Issuer. The current shareholders of Musgrove will receive an aggregate of up to 15,000,000 shares of the Resulting Issuer (on a pre-Consolidation basis). After completion of the minimum Private Placement, the total shares of the Resulting Issuer outstanding will be approximately 33,500,000. On closing, the former shareholders of RewardStream will hold approximately 60% of the Resulting Issuer, the former shareholders of Musgrove will hold approximately 22% of the Resulting Issuer and subscribers in the Private Placement will represent approximately 18% of the shares of the Resulting Issuer then outstanding (assuming completion of the minimum Private Placement).

The closing date for the proposed Transaction is expected to be on or around June 30, 2016. Trading of the common shares of Musgrove has been halted by the TSX-V and will remain halted pending completion or termination of the proposed Transaction. It is expected that the Resulting Issuer will qualify as a Tier 2 technology issuer on the TSX-V.

Musgrove will pay a finder's fee consisting of \$35,000 cash and 950,000 common shares of the Resulting Issuer to Northwest Marketing & Management Inc. of Vancouver, BC in connection with the Transaction.

No Insider, promoter or Control Person (as such terms are defined in the policies of the TSX-V) of Musgrove has any interest in RewardStream prior to giving effect to the Transaction. Musgrove intends to seek a waiver of the sponsorship requirements imposed by the policies of the TSX-V in connection with the Transaction; however, no such waiver can be assured at this time. Further comprehensive information regarding the Transaction will be provided in a future press release at such time the parties execute a Definitive Agreement.

About RewardStream

RewardStream is engaged in the business of designing, administering and managing automated referral and recommendation marketing programs. Its current customers are primarily telecommunications providers, financial institutions and e-commerce companies. Their platform, however, is adaptable to different types and sizes of customers. Current customers include Koodo Mobile, Boost Mobile, Virgin Mobile, Rogers, a major U.S. mobile phone company and First West Credit Union. RewardStream has significant revenues from operations as follows:

Financial Period	Revenues	Gross Margins
Audited September 30, 2014 (Fiscal Year)	\$1,859,690	\$800,897
Audited September 30, 2015 (Fiscal Year)	\$1,658,451	\$950,192
Unaudited December 31, 2015 (3 Month)	\$436,309	\$262,942

RewardStream is a private company governed by the laws of British Columbia.

For more information please visit <http://rewardstream.com/>.

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 Vancouver, B.C. this 26th day of April, 2016.