

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**

May 30, 2016

ITEM 3 **NEWS RELEASE**

News Release disseminated over news@baystreet.com and news@stockwatch.com on May 31, 2016 and filed on Sedar on May 31, 2016.

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

Amalgamation agreement and updates regarding change of business transaction

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

**MUSGROVE ANNOUNCES AMALGAMATION AGREEMENT AND UPDATES
REGARDING ITS CHANGE OF BUSINESS TRANSACTION**

Vancouver, BC – May 31, 2016 - Musgrove Minerals Corp. (“**Musgrove**”) (TSXV: MGS) announced today that it has entered into an amalgamation agreement dated May 30, 2016 with RewardStream Solutions Inc. (“**RewardStream**”). In addition, Musgrove announces the following updates to its previously announced change of business transaction (the “**Transaction**”) with RewardStream (refer to Musgrove’s press release of April 21, 2016).

Musgrove and RewardStream had previously executed a letter of intent dated April 20, 2015 (the “**Letter of Intent**”) in respect of a transaction whereby Musgrove would acquire all of the issued and outstanding RewardStream securities. Musgrove and RewardStream have entered into an amalgamation agreement (the “**Amalgamation Agreement**”), which supersedes the Letter of Intent. Pursuant to the Amalgamation Agreement, Musgrove and RewardStream will amalgamate under the *Business Corporations Act* (British Columbia) (the “**Amalgamation**”).

Amalgamation

Under the Amalgamation Agreement, Musgrove and RewardStream have agreed to amalgamate (the “**Amalgamation**”) to form a new company under the name “RewardStream Solutions Inc.” (“**Amalco**”). Pursuant to the Amalgamation, all of the outstanding Musgrove securities and RewardStream securities will be exchanged for corresponding securities of Amalco. In particular:

- Each issued and outstanding Musgrove share will be exchanged for 0.5 Amalco shares;
- Each issued and outstanding RewardStream share will be exchanged for 1.56 Amalco shares;
- Each outstanding Musgrove warrant which is outstanding and has not been exercised prior to the effective time of the Amalgamation, will be converted into a replacement warrant in accordance with exchange ratio for Musgrove shares;

- Each outstanding RewardStream warrant which is outstanding and has not been exercised prior the effective time of the Amalgamation, will be converted into a replacement warrant in accordance with exchange ratio for RewardStream shares; and
- All outstanding RewardStream options will be cancelled. There are currently no Musgrove options outstanding.

Shareholders are advised that Musgrove no longer intends to consolidate its shares on a 2 for 1 basis. In connection with the Amalgamation, each issued and outstanding Musgrove share will be exchanged for 0.5 Amalco shares. Any fractional interest resulting from the foregoing transactions will be rounded up or down to the nearest Amalco security.

In addition, Musgrove intends to complete the private placement (the “**Private Placement**”) of a minimum of 12,000,000 units and a maximum of 16,000,000 units at a price of \$0.125 per unit. Each will consist of one common share of Musgrove and one-half of one common share purchase warrant, with each warrant entitling the holder to purchase an additional common share of Musgrove at \$0.25 per share for a two-year period from the date of issuance (subject to accelerated expiry). The initial tranche of the Private Placement closed on May 26, 2016 and Musgrove issued 8,000,000 units under the Private Placement for gross proceeds of \$1,000,000 (refer to Musgrove’s news release of May 26, 2016).

Musgrove will pay a finder’s fee (the “**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.

After completion of the minimum Private Placement and the issuance of Amalco Shares as partial payment of the Finder’s Fee, and conversion of a promissory note issued by RewardStream, the total Amalco Shares outstanding will be 35,663,930. The former shareholders of RewardStream will hold approximately 56.1% of the Amalco Shares outstanding, the former shareholders of Musgrove will hold approximately 19.7% of the Amalco Shares outstanding and the minimum Private Placement will represent approximately 16.8% of the Amalco Shares outstanding. The balance of Amalco Shares will be represented by shares issued pursuant to the conversion of a promissory note issued by RewardStream and the Finder’s Fee.

The Amalgamation Agreement contains a number of conditions precedent to the obligations of parties. Unless all of such conditions are satisfied or waived by the party for whose benefit such conditions exist, to the extent they may be capable of waiver, the Amalgamation will not proceed. There is no assurance that the conditions will be satisfied or waived on a timely basis, or at all. Such conditions include the Musgrove shareholders and the RewardStream shareholders approving the Amalgamation and that all other consents and approvals (including regulatory approvals) are obtained.

Annual and Special Shareholders’ Meeting

The Amalgamation and the Property Disposition must be approved by a special resolution of the Musgrove shareholders. To be effective a special resolution must be passed by 66 2/3% of the shareholders who are entitled to vote on the resolution and are present in person or by proxy at the shareholder meeting. Musgrove has scheduled a meeting of its shareholders on June 24, 2016 (the “**Meeting**”) to obtain this approval.

Further information regarding the Meeting and the Transaction will be contained in the management information circular (the “**Circular**”) to be prepared and mailed to Musgrove’s shareholders in respect of the Meeting. A copy of the Circular will also be posted on Musgrove’s website and filed on SEDAR.

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.

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 has applied for 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.

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 31st day of May, 2016.