

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

MIDNIGHT STAR VENTURES CORP.

555 Burrard Street
Suite 1085, Two Bentall Centre, PO Box 201
Vancouver, British Columbia
V7X 1M8

Item 2. Date of Material Change

August 5, 2015

Item 3. News Release

The news release was issued on August 5, 2015 and was disseminated by The Newswire.

Item 4. Summary of Material Change

On August 5, 2015, Midnight Star Ventures Corp. (the "**Company**") completed its initial public offering of 2,057,800 common shares for total gross proceeds of \$205,780.

Item 5. Full Description of Material Change

The Company completed its initial public offering (the "**IPO**") of 2,057,800 Shares (the "**Shares**") of the Company at a price of \$0.10 per Share total gross proceeds of \$205,780 (the "**Proceeds**").

Wolverton Securities Ltd. acted as agent (the "**Agent**") for the IPO. The Company paid to the Agent a cash commission equal to 10% of the Proceeds and granted the Agent and its sub agents non-transferable Options entitling the Agent and its sub agents to purchase a total of 205,780 Shares at a price of \$0.10 per Share until August 5, 2018. The Agent also received a corporate finance fee, which consisted of cash as well as 100,000 Shares.

The Company anticipates that its common shares will commence trading on the Canadian Securities Exchange ("**CSE**") on August 6, 2015 under the symbol "**STV**".

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

David K. Ryan
President and Secretary
604 622-1186

Item 9. Date of Report

August 5, 2015