

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 28, 2016

Item 3. News Release

The news release was issued on September 7, 2016, and was disseminated by Stockwatch.

Item 4. Summary of Material Change

On August 5, 2015, Midnight Star Ventures Corp. (the "**Midnight Star**") entered into a new option agreement increasing the size of Midnight Star's option to acquire the fish property to from 80% 100%.

Item 5. Full Description of Material Change

Midnight Star Ventures Corp. ("Midnight Star") has entered into a new option agreement dated for reference August 28, 2016 (the "New Agreement") with Claremont Nevada Mines LLC under the terms of which Midnight Star has an option to acquire up to a 100% interest in the Fish Project. This agreement replaces the original earn-in agreement between Midnight Star and Pengram Corporation, under the terms of which Midnight Star had the option to acquire up to an 80% interest in the Fish Project.

Midnight Star's obligations under the New Agreement are the same as Midnight Star's obligations under the earn-in agreement with Pengram. The only exception is that the \$10,000 advance royalty payment due on August 28, 2016, was reduced to \$2,000 and \$8,000 is now payable on or before October 12, 2016.

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

September 7, 2016