

## MATERIAL CHANGE REPORT

**Item 1**      **Name and Address of Company**

MK2 Ventures Ltd.  
500 – 666 Burrard Street  
Vancouver, BC V6C 3P6

**Item 2**      **Dates of Material Changes**

May 2, 2017

**Item 3**      **News Releases**

News release was issued on the above mentioned date from Vancouver, BC and disseminated through Stockwatch and Market News

**Item 4**      **Summary of Material Change**

MK2 Ventures Ltd. (TSXV/NEX: MK.H; the “Company”) announces that Ann Fehr has resigned as Chief Financial Officer of the Company. The Company thanks Ms. Fehr for her many years of service. Gavin Cooper, of Vancouver, British Columbia, has been appointed Chief Financial Officer.

**Item 5**      **Full Description of Material Change**

**5.1      Full Description of Material Change**

MK2 Ventures Ltd. (TSXV/NEX: MK.H; the “Company”) announces that Ann Fehr has resigned as Chief Financial Officer of the Company. The Company thanks Ms. Fehr for her many years of service. Gavin Cooper, of Vancouver, British Columbia, has been appointed Chief Financial Officer.

Mr. Cooper is a Chartered Accountant with extensive experience in all aspects of corporate financial management, administration and corporate governance. For the past thirty five years, Mr. Cooper has been providing strategic and financial advice and corporate administration services, and has held senior positions with a number of public and private companies with local and international operations, during which time he has been involved in numerous significant transactions. He was formerly the Chief Financial Officer of VRB Power Systems Inc., a TSXV listed company involved in the development and production of flow-battery energy storage systems, CEO and a director of a ship-construction project with a budget in excess of \$400 million, Director of Finance & Administration at a shipyard that had employed over 1,000 workers. He currently acts as CFO and corporate secretary and sits on the boards of directors of various TSXV listed companies. He has a Hons. Bachelor of Accounting from the University of South Africa and is a member of the Chartered Professional Accountants British Columbia.

**5.2      Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7**      **Omitted Information**

No information has been omitted from this report on the basis that it is confidential information.

**Item 8**      **Executive Officer**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report.

David M. Patterson, CEO  
Telephone: 604-629-2991

**Item 9**      **Date of Report**

May 2, 2017