

Form 51-102F3
Material Change Report

1. Name and Address of Company

Lightning Ventures Inc.
700-838 W Hastings Street
Vancouver, BC, V6C 0A6

(the "Company")

2. Dates of Material Change(s)

July 5, 2017

3. News Release(s)

A news release was issued on July 5, 2017 and disseminated via FSC Newswire pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

Lightning Ventures enters into debt settlement agreement.

5. Full Description of Material Changes

News Release dated July 5, 2017 – See Schedule "A"

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

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Donald Rainwater, President & CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (210) 535-5700.

9. Date of Report

This report is dated July 5, 2017

SCHEDULE "A"
to the Material Change Report dated July 5, 2017

**LIGHTNING PROVIDES HOT OIL TRAILER TO PETROLEOS MEXICANOS
(PEMEX)**

VANCOUVER, CANADA, July 5th, 2017 – Lightning Ventures Inc. (CSE: LVI) (OTCBB: HMKTF) (Frankfurt: 1HM) is pleased to announce that its wholly owned subsidiary, Lightning Industries, has contracted with Industrial Aldake, S.A de C.V. to provide a Lightning Hot Oil Trailer for demonstration to Petróleos Mexicanos ("PEMEX") for PEMEX's testing and evaluation. Testing is scheduled to commence during the last week of July.

Industrial Aldake, S.A de C.V., founded in 1995, is one of the leading Mexican companies providing special equipment and materials for the oil and energy industry. Aldake distributes a wide variety of products throughout the Mexican republic guaranteeing solutions with the best technologies existing in the market.

PEMEX's success is reflected in the dedication to the future of Mexico. As the largest tax contributor to the Mexican government, the income PEMEX generates helps support all three levels of government: federal, state and municipal. They directly and indirectly participate in the economic and social development of the country. Their operations are geographically dispersed throughout Mexico, and they have presence in almost every state.

Don Rainwater, President and Chief Executive Officer, commented: "We are excited to be working with large partners like PEMEX, and look forward to continuous projects together in the future."

In addition, the Company continues to clean its balance sheet and previous debt, and has entered into a debt settlement agreement with a corporation in which the Company's President and CEO is a partner, whereas the Company has allotted and issued 1,369,520 common shares at a deemed price of \$0.07 to settle \$95,866.46 of debt (the "Debt Settlement"). The Company determined to satisfy this outstanding indebtedness with shares in order to preserve its cash for operations.

All securities issued under the Debt Settlement are subject to a four-month and one-day hold period expiring on November 6, 2017.

About the Company

The Company is an oil and gas industrial services company. It operates a specialty manufacturing business based in Hobbs, New Mexico through its subsidiary Lightning Industries, Inc., which provides products to enhance efficiency and increase the production of oil and gas wells.

Further information about Lightning is available under its profile on the SEDAR website www.sedar.com and at www.lightningind.com.

For further information on the Company, please contact:

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