

**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)**

March 5, 2018

**3. News Release(s)**

A news release was issued on March 5, 2018 and disseminated via Baystreet News and Stockwatch News pursuant to section 7.1 of National Instrument 51-102.

**4. Summaries of Material Changes**

Lightning Ventures proceeds with debt settlement transaction.

**5. Full Description of Material Changes**

News releases dated March 5, 2018 – 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 March 5, 2018.

SCHEDULE "A"  
to the Material Change Report dated March 5, 2018

**LIGHTNING VENTURES ELIMINATES FURTHER DEBT OFF  
BALANCE SHEET**

VANCOUVER, CANADA, March 5, 2018 – Lightning Ventures Inc. (CSE: LVI) (the "**Company**") announces that, further to its news release dated February 22, 2018 whereas the Company announced a reduction of the Company's debt by approximately \$2.3 million, the Company has further eliminated an additional \$125,300 of debt from its balance sheet bringing the total debt reduction to approximately \$2,425,000.

The Company has entered into debt settlement agreements with a director and creditors of the Company whereas the Company shall allot and issue 2,506,012 common shares at \$0.05 to settle an aggregate \$125,300.60 of debt (the "**Debt Settlement**"). The Company determined to satisfy this outstanding indebtedness with shares in order to preserve its cash for operations.

All shares to be issued under the Debt Settlement are subject to a four-month and one-day hold period expiring on July 7, 2018.

**About the Company**

Lightning Ventures Inc. is an oil and gas industrial services company engaged in the manufacture and sale of products intended to enhance efficiency and increase the production of oil and gas wells.

Further information about Lightning Ventures is available under its profile on the SEDAR website [www.sedar.com](http://www.sedar.com).

For further information on the Company, please contact:

**Donald Rainwater**  
Chief Executive Officer  
Lightning Ventures Inc.  
Telephone: 210-535-5700  
Email: [don@rainwater-investments.com](mailto:don@rainwater-investments.com)