

**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)**

August 22, 2018

**3. News Release(s)**

A news release was issued on August 22, 2018 and disseminated via FSC Newswire pursuant to section 7.1 of National Instrument 51-102.

**4. Summaries of Material Changes**

Lightning Ventures appoints new board members.

**5. Full Description of Material Changes**

News releases dated August 22, 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 August 28, 2018.

SCHEDULE "A"  
to the Material Change Report dated August 28, 2018

**LIGHTNING VENTURES APPOINTS NEW BOARD MEMBERS**

Vancouver, BC, August 22, 2018: Lightning Ventures Inc. (CSE:LVI) ("Lightning" or, the "Company") is pleased to announce the appointment of Mr. Tyler Ross and Mr. Morgan Good to serve on the board of directors. The board of directors now consists of three members: Donald Rainwater, Morgan Good and Tyler Ross.

Morgan Good is a venture capitalist with 15 years of experience as a capital markets professional focusing in areas of finance, corporate development and investor relations. Mr. Good served as President and director of Secova Metals Corp., a Vancouver based mining exploration company listed on the TSXV, from August 2015 to November 2017. Mr. Good also served as officer and Vice President Business Development of Golden Hope Mines Ltd., a TSXV listed mining exploration company, from August 2016 to January 2017. Mr. Good has been serving as CEO and director of ALQ Gold Corp., a company listed on the CSE, since August 2017. During his tenure with the above noted companies since 2015 Mr. Good has been responsible for assisting in raising capital in excess of \$25,000,000 CAD.

Tyler Ross has 18 years of capital markets work experience. He has been involved in every stage of business development from inception through to exit. Mr. Ross has worked with many successful public companies, including Fronteer Gold, which went on to sell its asset to Newmont for \$2.5bn. Mr. Ross was also a consultant to Fission Uranium which was a uranium discovery in the prolific Athabasca Basin that went on to be sold to Denison for \$80mm. Mr. Ross was also a consultant to Mira resources, a Nigerian junior oil exploration company. Mr. Ross was also responsible for finding and funding Tranzeo Wireless from its seed round financing until its eventual IPO to the senior Toronto stock exchange at over \$1.50 per share.

The Company welcomes the extensive experience Mr. Good and Mr. Ross have building high growth businesses and hopes to leverage their experience to evaluate its business and create new opportunities for Lightning.

Trading in the Company's common shares on the CSE has been suspended by the CSE due to the Company being issued a cease trade order by the British Columbia Securities Commission and the Ontario Securities Commission for not having filed annual financial statements for the fiscal year ended March 31, 2018, the related management's discussion and analysis and the certification of the annual filings for the year ended March 31, 2018 (collectively, the "2018 Annual Financial Statements"). The Company is actively working with its auditors to file the 2018 Annual Financial Statements. Once the 2018 Annual Financial Statements are filed, the Company will seek to have the Cease Trade Order revoked.

**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.  
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