

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)

June 9, 2017

3. News Release(s)

A news release was issued on June 12, 2017 and disseminated via Baystreet News and Stockwatch News pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

Change of director & officer

5. Full Description of Material Changes

News Releases dated June 12, 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 June 12, 2017

SCHEDULE "A"
to the Material Change Report dated June 12, 2017

LIGHTNING ANNOUNCES CHANGE OF DIRECTOR & OFFICER

VANCOUVER, CANADA, June 12, 2017 – Lightning Ventures Inc. (CSE: LVI) (OTCBB: HMKTF) (Frankfurt: 1HM) is pleased to announce the appointment of Kelly Pladson as Corporate Secretary and a Director of the Company, effective immediately.

Kelly Pladson has acted as Corporate Secretary and provided corporate governance and regulatory compliance services to many TSX Venture and CSE listed companies since 2009. She works closely with the company's CEO and legal counsel in maintaining corporate records, managing the day-to-day operations of the company and ensuring the company's filings with the securities commissions and exchanges are accurately filed and in accordance with their deadlines. Prior to 2009, Ms. Pladson was an investment advisor's assistant for two years.

The Company has accepted the resignation of Marc Branson as a Director of the Company. The Company wishes to thank Mr. Branson for his contributions to the Company and wishes him the best in his future endeavours.

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:

Donald Rainwater
Chief Executive Officer
Lightning Ventures Inc.
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