

**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 27, 2017

**3. News Release(s)**

A news release was issued on June 27, 2017 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 closes financing, debt settlement; announces change of directors.

**5. Full Description of Material Changes**

News Releases dated June 27, 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 27, 2017

SCHEDULE "A"  
to the Material Change Report dated June 27, 2017

**LIGHTNING VENTURES CLOSES OVER-SUBSCRIBED FINANCING,  
ANNOUNCES CHANGE OF DIRECTORS**

VANCOUVER, CANADA, June 27, 2017 – Lightning Ventures Inc. (CSE: LVI) (OTCBB: HMKTF) (Frankfurt: 1HM) (the "**Company**") is pleased to announce that it has closed an over-subscribed non-brokered private placement financing (the "**Private Placement**") for total gross proceeds of \$579,500 involving key strategic investors.

The Company has allotted and issued 28,975,000 units (the "**Units**") at a price of \$0.02 per Unit. Each Unit is comprised of one common share and one-half of one non-transferable share purchase warrant, with each whole warrant (a "**Warrant**") entitling the holder to purchase one additional common share of the Company for a period of up to twelve months at a price of \$0.05 per share, subject to accelerated expiry.

In the event that the closing price of the Company's shares is at or above \$0.075 per share for ten consecutive days, the Company may provide notice (the "**Acceleration Notice**") to the holders of the Warrants that the expiry date of the Warrants has been accelerated and that Warrants not exercised within 30 days of the date of the Acceleration Notice will expire 30 days from the date of the Acceleration Notice.

The Company sought and was granted relief to the Canadian Securities Exchange's minimum price rule. The Company will use the proceeds of the Private Placement towards operations on the Company's wholly-owned subsidiary, Lightning Industries Inc., a specialty manufacturing business based out of New Mexico, and for general working capital purposes.

In addition, the Company has entered into debt settlement agreements with officers, consultants and directors of the Company whereas the Company has allotted and issued 1,000,000 common shares at \$0.02 and 2,155,000 common shares at \$0.05 to settle an aggregate \$127,750 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 Private Placement and Debt Settlement are subject to a four-month and one-day hold period expiring on October 28, 2017.

Further, the Company is pleased to announce the appointment of Keith Anderson as a Director of the Company, effective immediately.

Mr. Anderson has been on the board of directors of several successful public mining companies for over 5 years. Previously, he has over 20 years experience in the brokerage community as a Senior Investment Advisor at Canaccord Genuity. Throughout his career as an Investment Advisor, he has primarily focused on small-cap venture companies in the resources sector. Mr. Anderson has acquired extensive knowledge in the structuring and financing of junior resource companies. After 20 years in the industry, he has created deep industry relationships with mining executives and investors from around the world.

The Company has accepted the resignation of David Taylor as a Director of the

Company. The Company wishes to thank Mr. Taylor 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](http://www.sedar.com) and at [www.lightningind.com](http://www.lightningind.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)

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release may contain forward-looking statements based on assumptions and judgments of management regarding future events or results. Such statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward looking statements. The company disclaims any intention or obligation to revise or update such statements.