

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 21, 2017 & July 31, 2017

3. News Release(s)

Two news releases were issued on July 24, 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 announces application for a management cease trade order.

Lightning Ventures adopts new articles and Advance Notice Policy.

5. Full Description of Material Changes

News releases dated July 24, 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 24, 2017

SCHEDULE "A"
to the Material Change Report dated July 24, 2017

**LIGHTNING VENTURES ANNOUNCES APPLICATION FOR A MANAGEMENT
CEASE TRADE ORDER**

VANCOUVER, CANADA, July 24th, 2017 – Lightning Ventures Inc. (CSE: LVI) (Frankfurt: 1HM) announces that it will be unable to file its annual financial statements and management's discussion and analysis for the year ended March 31, 2017, together with the related certifications (collectively, the "**Disclosure Documents**") on or before the prescribed filing deadline of July 31, 2017 as required by National Instrument 51-102, *Continuous Disclosure Obligations*, and NI 52-109, *Certification of Disclosure in Issuers' Annual and Interim Filings*, respectively. The Company has filed an application with the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission requesting that they issue a management cease trade order against the Company's executives instead of a cease trade order against the Company and all of its securityholders.

The Company is working with its auditors to complete the audit of its financial statements for the year ended March 31, 2017, and anticipates that it will be in a position to file its annual financial statements and managements' discussion and analysis, together with the related certifications, before August 30, 2017. The Company confirms that it will comply with the alternative information guidelines included in National Policy 12-203, *Management Cease Trade Orders*, for so long as it remains in default of a specified requirement.

About Lightning Ventures

Lightning Ventures Inc. (CSE: LVI) (Frankfurt: 1HM) 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 Ventures 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.
Telephone: 210-535-5700
Email: don@rainwater-investments.com

LIGHTNING VENTURES' SHAREHOLDERS APPROVE ALL MATTERS CONTAINED IN MEETING

VANCOUVER, CANADA, July 24th, 2017 – Lightning Ventures Inc. (CSE: LVI) (Frankfurt: 1HM) wishes to announce that all matters contained in the Annual General and Special Meeting of Shareholders held on July 21, 2017 were approved.

The nominees listed in the management proxy circular were elected as directors of the Company for the ensuing year. In addition, the shareholders approved the Company's 2017 Incentive Stock Option Plan and the re-appointment of Charlton & Company, Chartered Accountants, as auditors for the ensuing year and authorized the directors to fix their remuneration.

Further, the shareholders approved the adoption of new articles (the "Articles") of the Company and ratified and approved the Advance Notice Policy (the "Policy") relating to the nomination of directors for election at the Company's shareholder meetings. The Articles and Policy are available for viewing under the Company's profile on SEDAR.

The Board of Directors would like to thank the Company's shareholders for their continued support throughout the past year.

Advance Notice Policy

The Policy provides shareholders, directors and management of the Company with a clear framework for nominating directors. The Policy is meant to: (i) facilitate an orderly and efficient annual and/or special meeting process; (ii) ensure all shareholders receive adequate notice of director nominations and sufficient information with respect to all nominees; and (iii) allow shareholders to register an informed vote, having been afforded reasonable time for appropriate deliberation.

The Policy contains a provision that requires advance notice to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company. The Policy fixes deadlines by which shareholders of record of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders, and sets forth the information a shareholder must include in the notice to the Company for an effective nomination to occur. No person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Policy.

In the case of an annual meeting of shareholders, the deadline for notice to the Company pursuant to the Policy is not less than 30 days, or more than 65 days, prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for any other purposes), the deadline for notice to the Company pursuant to the Policy is no later than

the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

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