

**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)**

January 9, 2018

**3. News Release(s)**

A news release was issued on January 10, 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 appoints interim CFO.

**5. Full Description of Material Changes**

News releases dated January 10, 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 January 10, 2018.

SCHEDULE "A"  
to the Material Change Report dated January 10, 2018

**Lightning Industries Appoints Interim CFO**

VANCOUVER, CANADA, January 10, 2018 – Lightning Ventures Inc. (CSE: LVI) (Frankfurt: 1HM) (the "Company") is pleased to announce the appointment of Mr. Jamie Robinson as Interim Chief Financial Officer of the Company, effective immediately.

Mr. Robinson is a Chartered Accountant specializing in accounting, auditing and financial reporting under both IFRS and ASPE. Prior to joining the Company, Mr. Robinson worked at Deloitte as a Manager focusing on publicly listed and private company audits as well as business reviews, performance enhancement engagements and formal restructuring proceedings. After his public practice experience, he worked as a Senior Financial Analyst at Corinex Communications, performing in-depth financial analysis of currencies, commodities, and financial statements for the purpose of investment and hedge fund trading. Mr. Robinson holds a CA designation and a Bachelor of Commerce from McGill University.

The Company has accepted the resignation of Kenneth Tollstam as Chief Financial Officer of the Company. The Company wishes to thank Mr. Tollstam for his contributions to the Company and wishes him all the best in his future endeavours

Further, the Company has issued an aggregate of 500,000 incentive stock options (the "Options") to Mr. Robinson. The Options are exercisable at \$0.10 per share for a period of five years from the date of grant. The Options have been granted under and are governed by the terms of the Company's incentive stock option plan.

**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](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)

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*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.*