

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

Mineral Mountain Resources Ltd.
Suite 401, 1195 West Broadway
Vancouver, British Columbia V6H 3X5

Item 2 Date of Material Change

State the date of the material change.

October 3, 2014 and October 6, 2014

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

October 3, 2014 and October 6, 2014

The Press Release was disseminated to the TSX Venture Exchange and through various other approved public media and filed on SEDAR with the securities commissions of BC, Alberta and Ontario.

Item 4 Summary of Material Change(s)

Provide a brief but accurate summary of the nature and substance of the material change.

The Company has completed the sale of 36,965,000 units (the “**Units**”) at \$0.05 per Unit in two tranches for gross proceeds of \$1,848,250 (the “**Offering**”). Each Unit consists of one common share of the Company (a “**Share**”) and one common share purchase warrant (a “**Warrant**”), with each Warrant exercisable for the purchase of one common share (a “Warrant Share”) at a price of \$0.09 per Warrant Share for 24 months from closing.

M Partners Inc. received an aggregate cash commission of \$42,910, a work fee of \$39,550 and a total of 858,200 agent options to acquire up to 858,200 Units, exercisable on the same terms as the Units under the Offering.

The funds raised from the issuance of the Units will be used to finance the continuing exploration program on the Company’s Holy Terror gold project in South Dakota and for general working capital purposes. The securities issued under the Offering are subject to a four month hold period expiring for Tranche 1 on February 4, 2015 and for Tranche 2 on February 7, 2015.

Certain insiders purchased Units under the Offering.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company has closed its brokered private placement announced on July 30, 2014 in two tranches.

In the first tranche, the Company sold 27,805,000 Units. In the second tranche the Company sold 9,160,000 Units for a total of 36,965,000 Units. Each Unit consists of one Share and one Warrant, each Warrant exercisable for the purchase of one Warrant Share at a price of \$0.09 each for 24 months from the date of closing. The Company received gross proceeds from the two tranches of \$1,848,250.

The Company paid to M Partners Inc. cash commissions and compensation options as follows:

Tranche 1 - \$18,900 commission, \$39,550 work fee and 378,000 compensation options, exercisable for the purchase of Units at the price of \$0.05 per Unit, exercisable on the same terms as the Units under the Offering.

Tranche 2 - \$24,010 and 480,200 compensation options exercisable for the purchase of 480,200 Units at a price of \$0.05 per Unit, exercisable on the same terms as the Units under the Offering.

The funds raised from the issuance of the Units will be used to finance the continuing exploration program on the Company's Holy Terror gold project in South Dakota, USA and for general working capital purposes. The securities issued under the Offering are subject to a four month hold period in accordance with applicable Canadian securities laws expiring, as to the first tranche, on February 4, 2015, and as to the second tranche, on February 7, 2015.

Under the Private Placement, Nelson Baker President, CEO and a director, purchased 10,100,000 Units, Marshall Bertram, Corporate Secretary, Treasurer and a director, purchased 5,000,000 Units, Bradley Baker, Vice-President, Corporate Development and a director of the Company, purchased 500,000 Units, and John Morita, Chief Financial Officer and a director of the Company, purchased 1,000,000 Units. As a result, the Private Placement is a related party transaction (as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*) ("**MI 61-101**"). The Company is exempted from the formal valuation and minority approval requirements under MI 61-101 since the fair market value of the Units purchased by Messrs. Baker, Bertram, Baker, and Morita does not exceed 25% of the Company's market capitalization.

The Private Placement was unanimously approved by the board of directors of the Company, with Messrs. Baker, Bertram, Baker and Morita each having declared and abstained from voting with respect to their interest therein.

5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102, state the reasons for that reliance.

Not applicable

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

Not applicable

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Nelson Baker, President & CEO
604-714-0111

Item 9 Date of Report

Date the Report.

October 14, 2014