

Form 45-106F1

Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution.

Issuer information

1. State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report.

MPH Ventures Corp.
2230-885 West Georgia Street
Vancouver, BC V6C 3E8
(604) 687-3376

2. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The issuer is a reporting issuer in British Columbia, Alberta and Ontario.

3. Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

☐ Bio-tech

Mining

Financial Services

☒ Exploration/Development

☐ Investment Companies and Funds

☐ Production

☐ Mortgage Investment Companies

☐ Oil and Gas

☐ Forestry

☐ Real Estate

☐ Hi-Tech

☐ Utilities

☐ Industrial

☐ Other (describe) _____

Details of distribution

4. Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.
5. State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

April 30, 2008 with respect to 2,987,000 units and May 9, 2008 with respect to 275,000 units.

6. For each security distributed:

(a) describe the type of security,

Flow-through units (the “FT Units”) consisting of one flow-through common share (a “FT Share”) and one non-transferable common share purchase warrant (a “FT Warrant”); and non flow-through units (the “NFT Units”) consisting of one non flow-through common share (a “NFT Share”) and one non-transferable common share purchase warrant (a “NFT Warrant”).

(b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

3,262,000 Units as follows:

- (i) 2,000,000 FT Units, each FT Unit consisting of one FT Share and one FT Warrant. Each FT Warrant is exercisable to purchase one NFT Share at an exercise price of \$0.30 per share until April 30, 2009 and thereafter at an exercise price of \$0.35 until April 30, 2010;
- (ii) 970,000 NFT Units, each NFT Unit consisting of one NFT Share and one NFT Warrant. Each NFT Warrant is exercisable to purchase one NFT Share at an exercise price of \$0.20 per share until April 30, 2010;
- (iii) 17,000 NFT Units issued as a finder’s fee, each NFT Unit consisting of one NFT Share and one NFT Warrant. Each NFT Warrant is exercisable to purchase one NFT Share at an exercise price of \$0.20 per share until April 30, 2010;
- (iv) 225,000 FT Units, each FT Unit consisting of one FT Share and one FT Warrant. Each FT Warrant is exercisable to purchase one NFT Share at an exercise price of \$0.30 per share until May 9, 2009 and thereafter at an exercise price of \$0.35 until May 9, 2010; and
- (v) 50,000 NFT Units, each NFT Unit consisting of one NFT Share and one NFT Warrant. Each NFT Warrant is exercisable to purchase one NFT Share at an exercise price of \$0.20 per share until May 9, 2010;

(c) state the exemption(s) relied on.

The exemption relied on is s. 2.3 of NI 45-106 with respect to 2,742,000 Units, s. 2.5 of NI 45-106 with respect to 10,000 Units, and BCI 72-503 with respect to 510,000 Units.

7. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each Jurisdiction Where Purchasers Reside	Number of Purchasers	Price per security (Canadian \$)	Total Dollar Value Raised From Purchasers in the Jurisdiction (Canadian \$)
British Columbia	4	\$0.20	\$52,000
Alberta	1	\$0.20	\$10,000
Saskatchewan	1	\$0.20	\$5,000
Ontario	4	\$0.20	\$500,000
United Kingdom	1	\$0.20	\$32,000
Germany	1	\$0.20	\$10,000
Seychelles	1	\$0.20	\$20,000
Brazil	1	\$0.20	\$20,000
Total Number of Purchasers	14		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$649,000

Commissions and finder's fees

8. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
PI Financial Corp. 1900 – 666 Burrard Street Vancouver, BC V6C 3N1	N/A	12,000 Units*	\$0.20	NI 45-106, Section 2.3	\$2400

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
622738 B.C. Ltd. (Mark Tomassi) 609 – 475 Howe Street Vancouver, BC V7H 2B3	N/A	5,000 Units *	\$0.20	NI 45-106, Section 2.3	\$1000
Limited Market Dealer Inc. 1110 Finch Avenue West Suite 200 Toronto, ON M3J 2T2	\$30,000	N/A	N/A	N/A	\$30,000

* Each Unit consisting of one common share and one share purchase warrant which entitles the holder to purchase an additional common share at a price of \$0.20 per share. The warrants expire on April 30, 2010.

9. If a distribution is made in Ontario, please include the attached “Authorization of Indirect Collection of Personal Information for Distributions in Ontario”. The “Authorization of Indirect Collection of Personal Information for Distributions in Ontario” is only required to be filed with the Ontario Securities Commission.

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: May 9, 2008

MPH VENTURES CORP.

Name of issuer (please print)

James Pettit, President, (604) 687-3376

Print name, title and telephone number of person signing

“JAMES G. PETTIT”

Signature

10. State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

N/A

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and Use of Personal Information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer hereby confirms that each purchaser listed in Schedule I of this report:

- (a) has been notified by the Issuer:
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I;
 - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation;
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario; and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information; and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.