Form 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of the Issuer

NXA Inc. (the "**Issuer**")
365 Bay Street
Suite 800
Toronto, Ontario M5H 2V1

2. Date of Material Change

February 25, 2014.

3. News Release

News releases were disseminated on February 25, 2014 through Marketwire.

4. Summary of Material Change

On February 25, 2014, the Issuer announced that Robert Doyle had resigned as director, leaving two directors on its board, and the Investment Industry Regulatory Organization of Canada ("IIROC") announced that the Issuer's shares had been halted from trading for failure to maintain TSX Venture Exchange (the "Exchange") requirements.

5. Full Description of Material Change

On February 25, 2014, the Issuer announced that Robert Doyle had resigned as director and IIROC announced that the Issuer's shares had been halted from trading, as the Issuer no longer had three directors as required under applicable Exchange policies. The Exchange has notified the Issuer that its shares will be suspended from trading effective March 31, 2014 unless the Issuer provides a submission to the Exchange by such date that it has three directors.

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

This report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

Chuck Lilly, Chief Executive Officer and Director of the Issuer, is knowledgeable about the material change and this report and can be reached at (705) 522-2400.

9. Date of Report

This report is dated at Sudbury, Ontario this 7th day of March, 2014.