

AKA VENTURES INC.

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

AKA Ventures Inc.
1730 – 400 Burrard Street
Vancouver, BC V6C 3A6

Item 2 Date of Material Change

January 12, 2012

Item 3 News Release

The news release January 12, 2012 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Albert Gerry, CEO & Director (604) 492-4590

Item 9 Date of Report

January 12, 2012

AKA VENTURES INC.

January 12, 2012

News Release

TSX-V Symbol: AKA

Corporate Update: Copper Joe Drilling, Acquisition and Private Placement

Vancouver, B.C.: AKA Ventures Inc. ("AKA" or the "Company") (TSX-V Symbol: AKA) is pleased to announce the following corporate updates:

Copper Joe Drilling and Field Work

The Company has temporarily halted drilling hole CJ-2 at 3373 feet at its Copper Joe project in order to secure a drill rig capable of deepening the hole with NQ rods.

Boulders having diameters up to 69 centimeters (approximately one ton) were cut in the lower portion of the drillhole. This same boulder unit was intersected in drillhole CJ-1 over 598 meters and has been cut for 634 meters in CJ-2, with the top of the unit being about 270 meters shallower in CJ-2 than in CJ-1. No evidence of significant faulting is present in the CJ-2 core. A careful inventory of boulder types located in the bottom one meter of CJ-2 reveals 12% Laramide porphyry clasts and 88% preCambrian wall rocks. None of the clasts show alteration typical of the middle of a porphyry center, but rather are variably propylitically altered, as might be expected in the distal fringes of a porphyry system.

The Company has produced heavy mineral separates of the bottom 1-meter of CJ-2 and compared these with heavy mineral separates from the west side of the valley (i.e. Hualapai Mountains) and from the east side of the valley (i.e. Aquarius Mountains). As would be expected from the clast inventory described above, the heavy mineral separates from the bottom of CJ-2 show a small percentage of euhedral, orange-fluorescent Laramide zircons along with abundant epidote, anatase, and Cu-bearing pyrite. Heavy mineral separates from the west side of the valley (Hualapai Mountains) also show euhedral, orange-fluorescent Laramide zircons, abundant epidote, anatase, and Cu-bearing pyrite. Heavy mineral separates from the east side of the valley (Aquarius Mountains) contained only purple preCambrian zircons, abundant epidote, no anatase, and As-bearing pyrite. It is clear from the clast inventory and the heavy mineral analyses that the gravels covering the CJ-2 site were derived from the west, not the east.

Veinlets in the boulders of the CJ-2 core support the idea that there may be porphyry in the near vicinity and that some of the fringing mineralization (lead (galena)) was left back in the footwall block. It is clear that some of the fringing mineralization at Copper Joe was exposed in the footwall block and eroded long ago to distribute these relatively rare (i.e. 10% or less) mineralized clasts in the gravels drilled in CJ-2. This may also be the source of the native copper. The centre of targeted porphyry system may be underneath CJ-2 and CJ-1 due to the fact that the only boulders and cobbles of porphyry drilled to date have been at the bottom of CJ-1 where the clasts were very angular, which indicates they derived from bedrock very close to CJ-1, not from the footwall block 4 kilometers west of CJ-1 and 3 kilometers to the west of CJ-2.

From the geologic data derived from the CJ-1 and CJ-2 core, currently CJ-2 may be in the lower part of the 600-meter-thick boulder conglomerate and is quite likely very near the bedrock target. Upon securing the new drill, the Company will work to complete two penetrations (CJ-1 & CJ-2) one mile apart into the projected major porphyry target.

During field-work conducted in the later part of December, the Company discovered a historical drill site where the US Department of Energy drilled a 5000 foot hole as part of the NURE program in their effort to determine whether the Big Sandy Valley sediments were potential hosts for uranium deposits. Excavation of old mud pits revealed sandy drill cuttings beneath a few inches of soil. A pan concentrate of the heavy minerals in the cuttings revealed several dozen grains of native copper under microscope. The grains are about 0.1 to 0.5 millimeters wide. The drillhole was designated PQ-27 in the NURE report. No mention of native copper was made in the report. The hole lies 1700 meters east-southeast of CJ-1. The Company has now demonstrated the presence of native copper in the gravel overlying the Copper Joe target across a distance of 3.1 kilometers between CJ-2 and PQ-27.

Timothy Marsh, PhD, PE, is the qualified person as defined by the National Instrument 43-101 on Copper Joe project and has reviewed and approved the technical aspects of this news release.

Acquisition – Extension of Due Diligence Period

Further to the Company's news release of November 30th 2011, announcing the proposed acquisition (The "Acquisition") of BGG Resources Corporation ("BGG"), the Company announces that the completion of a satisfactory due diligence review of BGG and the Wikieup and Mineral Valley properties has been extended to January 31, 2012 to take into account delays to the process due to the recent Holiday Season.

Private Placement – Modified Amount and Pricing

Further to the Company's news release of November 30, 2011, the Company has re-priced its non-brokered private placement (the "Offering") of up to 12,500,000 units (the "Units") at a price of \$0.20 per unit for a gross proceeds of up to \$2,500,000. Each Unit is comprised of one common share of the Company and one common share purchase warrant (a "warrant"). Each Warrant would have entitled the holder to purchase one additional common share of the Company at \$.30 for a period 12 months following the closing of the offering. Pursuant to the re-pricing, the total number of the Units to be issued in connection with the offering has been increased to 20,000,000 Units, the gross proceeds to be raised under the offering has been increased to \$3,000,000, the subscription price of the unit has been reduced to \$0.15 per unit and the Warrant exercise price has been reduced to \$0.20. If the volume weight average trading price of the Company's common share on the TSX Venture Exchange (the "Exchange") exceeds \$0.50 for a period of 10 consecutive trading days, the Company may provide notice to Warrant holders of early expiry and thereafter the Warrants will expire on the date which is 30 days after the date of such notice.

The funds raised under the offering will be used to continue drilling at Copper Joe and for working capital purposes. The company may pay finders' fees in cash, common shares, common share purchase warrants, or a combination thereof, up to the maximum amount permitted by the policies of the exchange.

The completion of the Acquisition and the Offering are subject to the approval of the Exchange. There can be no assurance that the Acquisition or the Offering will be completed as proposed or at all.

On behalf of the Board of Directors of

AKA Ventures Inc.*"Albert Gerry"***Albert Gerry, CEO & Director**

For further information please contact the Company
 Tel: 604.542.4950

Neither the TSX Venture nor its Regulations Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or adequacy of the release.

Statements contained in this news release that are not historical facts constitute "forward-looking statements" or "forward-looking information" within the meaning of applicable securities laws and are based on expectations, estimates and projections as of the date of this release. Forward-looking statements include, without limitation, possible events, statements with respect to possible events, the future price of gold and other commodities, the realization of mineral resource estimates and success of exploration activities. The words "is expected" or "estimates" or variations of such words and phrases or statements that certain actions, events or results "may" or "could" occur and similar expressions identify forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The estimates and assumptions of the Company contained in this release which may prove to be incorrect, include, but are not limited to, (1) the completion of Company's acquisition of BGG Resources Corporation; (2) future exploration of Copper Joe; and (3) the completion of the non-brokered private placement. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to: fluctuations in the spot and forward price of gold or certain other commodities; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada; business opportunities that may be presented to, or pursued by, the Company; operating or technical difficulties in connection with mining activities; the speculative nature of mineral exploration and development, including the risks of obtaining necessary licenses and permits; diminishing quantities or grades of reserves; and contests over title to properties, particularly title to undeveloped properties. In addition, there are risks and hazards associated with the business of mineral exploration, development and mining, including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins and flooding (and the risk of inadequate insurance, or the inability to obtain insurance, to cover these risks). Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future. All of the forward-looking statements made in this release are qualified by these cautionary statements and those made in our other filings with the securities regulators in Canada. These factors are not intended to represent a complete list of the factors that could affect the Company. Although the Company believes that the expectations in the forward-looking statements are reasonable, actual results may vary, and future results, levels of activity, performance or achievements cannot be guaranteed.

Forward-looking statements in this release are made pursuant to the 'safe harbor' provisions of the Private Securities Litigation Reform act of 1995. Investors are cautioned that such forward-looking statements involve risks and uncertainties.