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

April 11, 2012

Item 3 News Release

The news release April 11, 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) 542-4590

Item 9 Date of Report

April 11, 2012

AKA VENTURES INC.

April 11, 2012 **News Release** **TSX-V Symbol: AKA**

Kabba Option with Bell Copper

Vancouver, B.C.: AKA Ventures Inc. ("**AKA**" or the "**Company**") (TSX-V Symbol: AKA) is pleased to announce it has entered into a binding letter of intent (the "**LOI**") with Bell Copper Corporation ("Bell"), pursuant to which the Company has been granted an option (the "**Option**") to acquire a 60% interest in and to certain Arizona Mineral Exploration Permits and certain leased ground held by Bell known as the Kabba Project (the "**Property**").

Furthermore, the Company would like to welcome Dr. Timothy Marsh, PhD. P Eng. as its Vice President of Exploration. Dr. Marsh has over 25 years of exploration experience and holds a BSc in geological engineering from Colorado School of Mines and a PhD from Stanford University.

The Kabba Option is the final step in consolidating the four known porphyry targets identified by Dr. Marsh between northwestern Arizona's two producing porphyry copper mines: Bagdad and Mineral Park. These targets include Copper Joe, Kabba (through this option) as well as Wikieup and Mineral Valley (through the announced acquisition of BGG Resource Corp.). Previous work at Copper Joe has identified the existence of native copper extending over 3 kilometres in the gravels on the Copper Joe property.

The Company's portfolio of targets are distributed along a linear belt between Freeport's and Mercator Minerals' mines where Freeport is producing over 200 million pounds of copper and about 10 million pounds of molybdenum annually from the Bagdad mine and Mercator Minerals is producing over 40 million pounds of copper and 10 million pounds of molybdenum annually from the Mineral Park mine (as per their respective publicly disclosed 1st quarter 2012 production results). The exposed root zones of AKA's four large porphyry targets were actively explored for more than 30 years by many major copper producers, but none of these companies ventured to search the valley bottoms for the faulted tops of these systems. The Company plans to conduct such exploration via rapid escalation to drill testing of these compelling geological targets.

The buried target at Kabba has revealed several important characteristics that were also identified in the drilling of the Resolution orebody in Arizona, which was previously overseen by Dr. Marsh, as chief geologist of Resolution Copper (owned by Rio Tinto and BHP-Billiton). The Resolution orebody hosts published inferred resources of 1,624 million tonnes grading 1.47 per cent copper and 0.037 per cent molybdenum and is one of several billion-tonne copper deposits that have been discovered in Arizona.

The most recent drill-hole at Kabba, K-10, was initiated with a rotary drill, with cemented steel casing down to a depth of 1,000 meters. From 1,000 m to a depth of 1,347 m, the hole was cored with a diamond drill. Drill hole K-10 intersected a strongly altered diatreme breccia cut by multiple dacite porphyry dikes. The diatreme interval in K-10 hosted several hundred shallowly dipping quartz-molybdenite-carbonate veinlets, providing further evidence that the breccia is a very receptive host rock and that it served as a conduit to molybdenum-rich hydrothermal fluid. Assay results in the diatreme show that it carries gold (13 to 366 parts per billion), molybdenum (15 to 46 parts per million), rhenium (12 to 46 ppb), thorium and uranium, elements that attest to the strongly magmatic nature of the hydrothermal fluids that moved through it and that geochemically tie the diatreme to the known mineralization in the footwall root zone. The diatreme remains the focus of further exploration, as it hosts the most intense hydrothermal alteration found to date in the hangingwall target. The 1.6-kilometre width of the diatreme between holes K-8 and K-10 and the intense alteration to which it has been subjected compare well with the three-kilometre-by-five-kilometre size and intensely altered nature of the footwall root zone.

The wall of the diatreme cut in K-10 was found to be occupied by a fracture zone filled by transparent kaolinite, evidence that the hydrothermal fluid at Kabba evolved sufficiently to produce advanced argillic alteration. This style of evolution is shared with other porphyry copper deposits, such as Resolution and Oyu Tolgoi, which carry higher-than-average primary copper grades. Beyond the wall of the diatreme breccia, drill hole K-10 intersected an array of more than 10 different varieties of igneous dikes, ranging in composition from dacite porphyry to andesite to minette (biotite ultramafic rock). As shown in the accompanying table, K-10 cut high-grade base metal veins, including intervals located well outside the limits of the diatreme breccia.

From (m)	To (m)	True width (m)	Au (g/t)	Ag (g/t)	Cu (%)	Pb (%)	Zn (%)
1,234.00	1,234.53	0.06	0.52	193	0.18	1.44	1.43
1,329.03	1,329.93	0.10	0.09	51	0.44	2.18	10.05

These veins are interpreted to be intermediate sulphidation veins that are commonly associated with the margins of porphyry copper-molybdenum deposits. They bear a strong resemblance to veins at the nearby Century and Enterprise mines along the western edge of the three-kilometre-by-five-kilometre outcropping roots of the porphyry system 7.5 kilometres to the west of K-10. Their presence in K-10 supports the geological model wherein the drill hole is located within the buried top of a major Laramide porphyry copper-molybdenum system that has been displaced from its outcropping roots eastward and downward by a major, postmineral, and low-angle fault. Correlation of these veins in K-10 with the Century and Enterprise veins in the footwall provides an improved location of the centre of the porphyry copper-molybdenum system as lying 800 metres to the east of K-10.

The best copper mineralization encountered in the drill hole was hosted by a variably biotite-altered granodiorite porphyry dike, which yielded anomalous mineralization 125 metres thick averaging 0.03 per cent copper. Copper in this interval was present in the form of disseminated chalcopyrite. While this interval is beyond the limits of the diatreme and it is not the copper shell that the company is seeking, it serves to demonstrate that significant thicknesses of anomalous copper mineralization were produced in relation to Laramide igneous activity within the target area.

Under the terms of the LOI, AKA may earn a 60% interest in the Property by:

(a) issuing the following common shares of the Company to Bell (the "**Consideration Shares**") on or before the date specified below:

   i. 5,000,000 common shares on the Closing Date (defined below); and
   ii. 5,000,000 common shares upon the Company completing $2 million of Expenditures on the Property; and

(b) completing $6 million of Expenditures on the Property on or before the date which is three years from the closing date with a minimum of $1 million of Expenditures funded on the Property on or before the date which is 12 months following the Closing Date.

The Consideration Shares will be subject to resale restrictions under applicable securities laws and the policies of the TSXV, which shall not exceed four months and one day from the date of issue of the applicable Consideration Shares.

During the term of the Option, AKA shall act as manager of the Property and is required to keep the Property in good standing including a lease with a third party that covers part of the Property. The "Closing Date" for the purposes of the LOI is to be within 15 days of the satisfaction of certain conditions precedent including obtaining any required regulatory approvals and completion by the Company of a private placement financing of a minimum of $2.5 million on terms acceptable to AKA. Upon exercise of the Option, AKA and Bell will form a joint venture for further exploration and development of the Property on the basis of AKA having an initial 60% interest in the Property and Bell having an initial 40% interest in the Property.

Qualified Person

Dr. Timothy Marsh, PhD, PEng, Vice President of the Company, a qualified person as defined by National Instrument 43-101, has reviewed and approved the scientific and technical content in this press release.

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

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, includes, but is not limited to, the completion of the Option by AKA. 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.