

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

July 11, 2012

Item 3 News Release

The news release July 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

Lewis Dillman, CEO & Director (604) 568-1823

Item 9 Date of Report

July 11, 2012

July 11, 2012

News Release

TSX-V Symbol: AKA

Mine Canyon Option Agreement

Vancouver, B.C.: AKA Ventures Inc. ("AKA" or the "Company") (TSX-V Symbol: AKA) is pleased to announce it has entered into an option agreement (the "**Option Agreement**") with 0733351 BC Ltd. pursuant to which the Company has been granted an option (the "**Option**") to acquire a 75% interest in and to certain BLM Mining Claims and Patented Mining Claims totaling 340 acres and known as the Mine Canyon Project in Southern Arizona (the "**Property**").

In southeastern Arizona, a 74 million-year-old (Laramide) composite granodiorite stock cuts a 2-kilometer-thick sequence of Paleozoic carbonate rocks, the thickest accumulation of carbonate rocks in Arizona. The stock and contact zone underlies the Mine Canyon Project. Bornite-rich skarn deposits along the contact between the granodiorite stock and the top of the Paleozoic carbonate rocks were mined from the patented claims in the 1920's by a prominent Bisbee family. In the mid-1960's Asarco explored the granodiorite stock and developed a historical 29 million ton indicated resource grading 0.28% Cu occurring as copper oxides and chalcopyrite along a 3000-foot long, intensely sheeted fracture zone cutting the granodiorite. This resource is historical in nature and does not comply with NI43-101 standards. A Qualified Person has not reviewed this historical resource, and it should not be relied upon.

Asarco did not have access to the skarns, which were adversely held on the patented claims. All of the ground has now been consolidated for the first time. Consequently, no drilling or exploration work has been done on the skarns since the 1920s. The known skarns are exposed on surface and in old underground workings that have been recently reopened and that extend at least 300 feet from surface. Gobby bornite can be found in the largest mine dump on the property, and bornite pebbles and granules can be panned from the same drainage system at least one mile downstream from this dump. Chalcopyrite, galena, and sphalerite were observed cutting marble in the underground workings. Surface workings adjacent to the igneous contact show rhythmically banded magnetite-serpentine rock heavily stained by chrysocolla, malachite, and azurite (copper ore minerals). The strike length of the skarn zone is the full 3000-foot length of the patented claims and varies from 100 to 300 feet in width. At the level of exposure, the skarn is hosted in limestone beds of the lower Bisbee Group of Cretaceous age. Underlying this unit are the Paleozoic carbonate units that host prolific copper-bearing skarn deposits elsewhere in Arizona, including the Rainvalley, Concha, Scherrer, Epitaph, Colina, Earp, Horquilla, Black Prince, Escabrosa, Martin, and Abrigo formations. In all, some 2100 meters of carbonate host strata abut the Laramide granodiorite stock, with the contact zone plunging approximately due south at very steep angles between 70° and 90°. Subhorizontal, manto-type skarn bodies blossom outward from the contact zone where favorable carbonate beds are present. The exposed dimensions of the skarn, together with the known stratigraphic thickness of carbonate host rocks in the district, make for a conceptual target at the Mine Canyon Project comprising from 20 million to 90 million tons of ore grading 2% to 3% copper with significant precious metal credits.

A 3-hole drilling program is proposed as the first step in investigating the Mine Canyon Project. This work would provide a test of the concept that significant copper skarn extends below the old mine workings, and it would constrain the plunge of the skarn in order to guide future deeper drilling efforts. An estimate of the cost to complete this work is approximately US\$ 250,000 including assays and geological oversight.

The diamond drilling would comprise three modest (200-300 meters) diamond drillholes to investigate the nature of skarn mineralization below the underground workings. Roadwork needed to access appropriate drill sites would cost about \$30,000. Diamond drills capable of completing the holes can now be retained for rates near \$40/foot HQ. No permitting hurdles would be expected because the drilling would take place on private land. The time required to mobilize, drill, and receive assay results is approximately 60 days from initial funding.

Under the terms of the Option Agreement, AKA may earn a 75% interest in the Property by:

A. Making the following cash payments on or before the date specified below:

1. \$50,000 on the Closing Date;
2. \$50,000 on the completion of the initial drill program (minimum 3 holes);
3. \$100,000 on the 1st anniversary of the closing date;
4. \$100,000 on the 2nd anniversary of the closing date;
5. \$100,000 on the 3rd anniversary of the closing date; and
6. \$500,000 on the 4th anniversary of the closing date.

B. Completing the following Expenditures on the Property on or before the date specified below:

1. \$250,000 on or before the 1st anniversary of the closing date;
2. \$500,000 on or before the 2nd anniversary of the closing date;
3. \$500,000 on or before the 3rd anniversary of the closing date;
4. \$750,000 on or before the 4th anniversary of the closing date; and
5. \$1,000,000 on or before the 3rd anniversary of the closing date.

The Property is subject to a two percent (2%) Net Smelter Royalty to a third party.

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.

"Lewis Dillman"

Lewis Dillman, CEO & Director

For further information please contact the Company

Tel: 604.568.1823

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