

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1 Name and Address of Company

Asantae Holdings International Inc. (“the “Company”)
10153 E Hampton Ave, Ste 101
Mesa, AZ, 85209 USA

Item 2 Date of Material Change

November 26, 2012.

Item 3 News Release

A news release was issued by the Company through newswire services on November 26, 2012.

Item 4 Summary of Material Change

The Company has entered into debt settlement agreements with certain non-arm’s length parties whereby the Company intends to issue an aggregate of 537,500 common shares at a deemed price of \$0.30 per share to settle \$161,250 of outstanding debt.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company has entered into debt settlement agreements with certain non-arm’s length parties whereby the Company intends to issue an aggregate of 537,500 common shares (the “Debt Shares”) at a deemed price of \$0.30 per share to settle \$161,250 of outstanding debt (the “Debt Settlement”). The outstanding debt consists of \$61,600 owed to Gainey Consultants, Inc., a company owned by John Reynolds, the Company’s Chairman and Director, and \$99,650 owed to Two Kings, LLC, a company owned by Daniel Lundell, the Company’s CEO, COO and Director (the “Insider Participation”).

All the shares issued in connection with the Debt Settlements will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

Closing of the Debt Settlements is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including the TSX Venture Exchange.

The Insider Participation constitutes a “related party transaction” as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”).

Following the issuance of the Debt Shares, the percentage of securities of the Company beneficially owned or controlled by each of John Reynolds and Daniel Lundell will not materially change.

The Debt Settlements and related transactions were approved by the board of directors of the Company in accordance with applicable corporate law. There was no materially contrary view or abstention by a director or any material disagreement among the board of directors of the Company in respect of the Debt Settlement and related transactions. The purpose of the Debt Settlements was to preserve the Company's current cash on hand.

Pursuant to sections 5.5(a) and 5.7(a) of MI 61-101, the Company is exempt from the valuation and minority shareholder approval requirements under MI 61-101 for the Insider Participation because the fair market value of the Insider Participation is not more than 25% of the Company's market capitalization.

No prior valuation in respect of the Company that relates to the subject matter of or is otherwise relevant to the Insider Participation has been made in the 24 months before the date of this material change report and no prior valuation is known, after reasonably inquiry, to the Company or to any director or senior officer of the Company.

The Company did not enter into any agreement with an interested party or a joint actor with an interested party in connection with the Insider Participation. To the Company's knowledge, no related party to the Company entered into any agreement with an interested party or a joint actor with an interested party, in connection with the Insider Participation.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Daniel Lundell, CEO/COO
danlundell@asantae.com
Phone: 480-278-8712
Fax: 480-383-6147

Item 9 Date of Report

December 10, 2012.

Forward Looking Statements

This material change report contains “forward-looking statements”, within the meaning of applicable Canadian securities legislation, concerning the business of the Company. All statements, other than statements of historical fact, are forward-looking statements. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “believes” or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative connotation thereof. Forward-looking statements are subject to known and unknown risks, uncertainties and other important factors that may cause the actual results, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements. Certain of these factors are discussed in greater detail in the Company’s condensed interim consolidated financial statements for the six months ended June 30, 2012 and accompanying management’s discussion and analysis on file with the Canadian provincial securities regulatory authorities and available at www.sedar.com. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. In addition, although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Forward-looking statements are made as of the date hereof and accordingly are subject to change after such date. Forward-looking statements are provided for the purpose of providing information about management’s current expectations and plans and allowing investors and others to get a better understanding of our operating environment. the Company does not undertake to update any forward-looking statements that are included in this document, except in accordance with applicable securities laws.