

**Form 51-102F3
Material Change Report**

1. Name and Address of Company

Gold Jubilee Capital Corp. (the "Company")
480 - 505 Burrard Street
Vancouver, BC V7X 1M3

2. Date of Material Change

December 27, 2013

3. News Release

A news release was issued on December 27, 2013 and disseminated through Stockwatch, Market News and SEDAR filed on December 30, 2013.

4. Summary of Material Change

Company closes 1st Tranche of Private Placement

5. Full Description of Material Change

The Company is pleased to announce that further to its news releases of December 3rd and December 6th, 2013, the Company has closed the 1st tranche of its private placement. The first tranche consisted of 1,000,000 flow-through common shares raising an aggregate amount of \$100,000 for the Company. The hold period expiry date in respect of the shares related to the 1st tranche is April 25, 2014.

The Company notes that it expects the private placement to close in two tranches, and that the second tranche of up to 3,000,000 non-flow through common shares at \$0.10 remains dependent upon receiving TSXV approval.

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

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

"George Cavey"

George Cavey, Director
Tel: (604) 684-4691

9. Date of Report

December 30, 2013