

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

**1. Name and Address of Company**

Gold Jubilee Capital Corp.  
480 - 505 Burrard Street  
Vancouver, B.C. V7X 1M3

**2. Date of Material Change**

July 23, 2015

**3. News Release**

A press release dated July 23, 2015 was disseminated through Market News and Stockwatch on July 23, 2015 and filed on SEDAR on July 24, 2015.

**4. Summary of the Material Change**

Gold Jubilee Completes Financing

**5. Full Description of the Material Change**

Gold Jubilee Capital Corp. (the "Company") announces that it is proceeding with a shares for debt settlement to pay an outstanding debt of \$52,815. The Company will pay 264,075 shares at deemed price of \$0.20 in regard of such settlement. The shares for debt settlement is subject to TSX Venture Exchange approval.

**6. Reliance on subsection 7.1(2) or (3) of National Instrument 51 – 102**

Not applicable.

**7. Omitted Information**

Not applicable.

**8. Executive Officer**

Minaz Devji,  
President, CEO and Director  
Phone: (604) 684-4691

**9. Date of Report**

July 24, 2015