

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

March 3, 2016

3. News Release

A press release dated March 3, 2016 was disseminated through Market News and Stockwatch on and filed on SEDAR on March 8, 2016.

4. Summary of the Material Change

Complete Financing

5. Full Description of the Material Change

Gold Jubilee Capital Corp. (the "Company") announces further to its news releases dated February 16, 2016, and February 24, 2016, the Company has completed a private placement offering of 13,450,000 units of the Company at a price of \$0.10 per unit for gross proceeds of \$1,345,000. It is noteworthy that the Companies offering was over-subscribed by 450,000 units. Each unit is to consist of one common share and one-half of one non-transferable share purchase warrant where one whole share purchase warrant may be exercised at the price of \$0.20 per common share during a two-year term (the "**Offering**").

The funds shall be used for the Company's working capital. In accordance with the policies of the TSX Venture Exchange, an aggregate of \$32,700 in cash and 327,000 non-transferable share purchase warrants with an exercise price of \$0.20 per common share and an expiry term of two years was paid by the Company to various finders regarding the Offering.

The Company announces July 3, 2016 as the hold period expiry date in respect of the shares comprising the units and issuable upon exercise of the share purchase warrants.

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**
March 8, 2016