FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 —— Name and Address of Company

Alexander Nubia International Inc. (the "**Corporation**")
181 Bay Street
Suite 1800
Toronto, ON
M5J 2T9

ITEM 2 —— Date of Material Change

December 24, 2013

ITEM 3 —— News Release

A press release was disseminated on December 24, 2013 through Filing Services Canada.

ITEM 4 —— Summary of Material Change

The Corporation announced the completion of a non-brokered private placement of 1,500,000 units of the Corporation ("Units") at a price of $0.05 per Unit for gross proceeds of approximately $75,000, with each Unit being comprised of one common share in the capital of the Corporation (a "Common Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire one Common Share at a price of $0.05 until December 24, 2015, subject to the specific terms of the Warrants.

ITEM 5 —— Full Description of Material Change

See the press release dated December 24, 2013 attached hereto as Schedule "A".

ITEM 6 —— Reliance on Subsection 7.1(2) of National Instrument 51-102

N/A

ITEM 7 —— Omitted Information

N/A

ITEM 8 —— Executive Officer

A. Alexander Massoud

Chief Executive Officer
Telephone: +2 (0) 22 287 6914

ITEM 9 —— Date of Report

December 30, 2013

SCHEDULE "A"

ALEXANDER NUBIA

FOR IMMEDIATE RELEASE

ALEXANDER NUBIA INTERNATIONAL INC.

COMPLETES NON-BROKERED PRIVATE PLACEMENT AND ANNOUNCES SHARES FOR DEBT TRANSACTION

December 24, 2013 - Toronto, Ontario – Alexander Nubia International Inc. (the "**Company**") (TSX-V: AAN) today announced that it has completed a non-brokered private placement (the "**Private Placement**") for gross proceeds of $75,000. In connection with the Private Placement, the Company issued an aggregate of 1,500,000 units of the Company (the "**Units**") at $0.05 per Unit, with each Unit being comprised of one common share in the capital of the Company (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one Common Share at a price of $0.05 until December 24, 2015. If the simple average of the closing price of the Common Shares on the TSX Venture Exchange for any 10 consecutive trading days is greater than $0.15, the Company may elect to accelerate the expiry date of the Warrants to the date which is 30 days from the date that the Company provides written notice to the holders of the Warrants.

A finder's fee of $4,950 was paid in connection with the Private Placement. All Common Shares and Warrants issued in connection with the Private Placement are subject to a statutory hold period that expires on April 25, 2014, in accordance with applicable securities legislation. The net proceeds from the Private Placement will be used for working capital purposes.

The Company also announces that it has reached terms with certain creditors of the Company to exchange shares for debt. Specifically, the Company has agreed, subject to approval of the TSX Venture Exchange, to issue an aggregate of 500,000 common shares (valued at $0.05 per share). The Company has negotiated these agreements to allow the Company to preserve cash. All Common Shares issued in connection with the shares for debt transaction are subject to a four month statutory hold period, in accordance with applicable securities legislation.

For more information on Alexander Nubia please visit our web site at www.alexandernubia.com or contact:

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General Information

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Cautionary Note Regarding Forward-Looking Statements

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.

The securities of Alexander Nubia International Inc. described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. Some of the statements contained in this release are forward-looking statements, such as estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Since forward-looking statements address future events and conditions; by their very nature they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements. Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.