

FORM 51-102F3

Material Change Report

Item 1: Name and Address of Company

ALEXANDRA CAPITAL CORP.
2075 West 37th Avenue
Vancouver, BC V6M 1N7

Item 2: Date of Material Change

February 24, 2014

Item 3: News Release

February 24, 2014, at Vancouver, BC, Canada.

Item 4: Summary of Material Change

Alexandra Capital Corp. (the "Company") announces that it has entered into an Option Agreement with Qualitas Holdings Corp.

Item 5: Full Description of Material Change

See attached news release.

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

N/A.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Blake Olafson

Item 9: Date of Report

February 24, 2014

ALEXANDRA CAPITAL CORP.

2075 West 37th Avenue
Vancouver, B.C. V6M 1N7
Phone: (604) 687-6991

February 24, 2014

Trading Symbol: TSXV: AXC.P

Alexandra Options SB Claims

Vancouver, BC – February 24, 2014 – Alexandra Capital Corp. (AXC.P-TSX:V) (“Alexandra” or the “Company”) has entered into an agreement (the “Option Agreement”) with arm’s length vendor (the “Vendor”) Qualitas Holdings Corp. (“Qualitas”) whereby Alexandra can earn a 100% interest in the Vendor’s SB claims (the “Claims”), subject to approval by the TSX Venture Exchange (“TSXV” or the “Exchange”). Qualitas is a private B.C. company controlled by Jim Rankin.

Alexandra is a capital pool company and intends for the transaction to constitute the "Qualifying Transaction" of the Company as such term is defined in the policies of the TSXV. Upon completion of the transaction, it is expected that Alexandra will be a Tier 2 Mining Issuer on the Exchange.

Pursuant to an agreement (the “Option Agreement”) made as of February 20, 2014, Alexandra has been granted an option to earn a 100% interest in the GP Project by incurring exploration expenditures totaling \$100,000 over one year. Additionally, Alexandra must make cash payments to the Vendor totaling \$25,000 and issue 700,000 shares (200,000 first year) over the two year option term.

Property Highlights

The road accessible SB property lies 25 kilometres west of Merritt, British Columbia and consists of 8 claims totaling 3,517 hectares. The SB property lies within the Lower Cretaceous Spences Bridge Group, an andesitic to rhyolitic volcanic arc belt of rocks, stretching from north of Princeton to the west of Cache Creek in south central British Columbia.

A program of prospecting and 200 metre by 50 metre grid soil sampling was completed over the southern half of the SB property in 2012. A total of 1,223 soils and 8 rock samples were taken, identifying three linear gold-in-soil anomalies.

Anomaly A, open to the northwest, is an 800 metre NW trending linear anomaly. Anomaly B, a 1600 metre semi-continuous linear zone, may be the suspected strike projection of the PV Zone from the Prospect Valley property to the south. Anomaly C is a 1400 metre semi-continuous zone that may be the suspected strike projection of the NIC Zone from the Prospect Valley property to the south.

Transaction Highlights

Subject to TSXV approval, and other conditions of closing, the Company has been granted an option to acquire a 100% interest in the GP Project, the term of which will be for two years, as follows:

	Payments	Shares	Expenditures
Receipt of Technical Report	\$10,000		
TSXV approval	\$15,000	200,000 shares	
First anniversary		200,000 shares	\$100,000
Second anniversary		300,000 shares	

Directors and Insiders

Upon completion of the Transaction, it is anticipated that the Company's Board of Directors will consist of Mr. Blake Olafson, Mr. Patrick Morris and Mr. Ioannis Tsitos. The only insiders of the Company following completion of the Transaction will be the three board members. The following is a brief summary of the proposed board of directors:

Blake Olafson

Mr. Olafson has over 20 years' experience in corporate finance and portfolio management. Currently the Managing Director of Whiterock Capital, a Singapore based corporate finance firm he is active in both mining and real estate asset finance globally. Formerly a Senior Vice President of Ivanhoe Capital Corporation, he was responsible for leading the group's fundraising efforts primarily within Asia and looking for opportunities to invest the group's capital. He was responsible for leading the Asia team as global head of real estate for Arcapita Pte. Limited, as well as leading new acquisitions. As Senior Vice President, Global Real Estate Group with Lehman Brothers, he was responsible for making real estate investments for the principal book of Lehman. Mr. Olafson has served as an officer or been an insider of companies listed on the New York Stock Exchange, NASDAQ, Toronto Stock Exchange and the Australian Securities Exchange.

Patrick Morris

Mr. Morris is President of Vimoris Ventures Inc., a company which provides management consulting, corporate finance and business development services to public and private resource exploration companies. He has served as a director of several TSX Venture Exchange listed companies, including Clear Mountain Resources Corp., Weststar Development Corp, Lateegra Gold Corp. and Quantum Rare Earth Corp. Mr. Morris has served as CEO of Clear Mountain Resources Corp., Gold Star Resources Corp., Lucrum Capital Corp. and Skybridge Development Corp.

Ioannis Tsitos

Mr. Tsitos has over 28 years experience in the Mining Industry, having spent 19 years with BHP Billiton group. He has lived and worked in South Africa, Ecuador, Greece and United Kingdom, and has been working in Canada since 2000. Originally a physicist-geophysicist, he left BHP

Billiton in December 2007, where he had the title of New Business Manager for Minerals Exploration. He holds a B.Sc. degree in Physics from the University of Athens and a Master's degree in Applied Geophysics and Geology from the University of Birmingham, U.K. In addition, he has done management and finance studies as part of an MBA program with Herriot Watt University, Edinburgh. Mr. Tsitos has been part of two discovery teams with BHP Billiton in porphyry-copper and nickel-sulphide deposits. He is currently a Director of First Bauxite Corporation, Kensington Court Ventures Inc. and Eagle Mountain Gold Corp.

Sponsorship of Qualifying Transaction

Sponsorship of a qualifying transaction of a capital pool company is required by the Exchange unless exempt in accordance with the policies of the Exchange. The Company will apply for an exemption from sponsorship requirements on the basis that the Transaction is a Canadian based resource venture and as such falls within the sponsorship exemptions of the Exchange policies. However, there is no assurance the Company will obtain this exemption.

Conditions of the Transaction

Completion of the Transaction is subject to a number of conditions including, but not limited to, Exchange acceptance and, if required by Exchange policies, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

In accordance with Exchange policy, the Company's shares are currently halted from trading and will remain so until such time as the Exchange determines which, depending on the policies of the Exchange, may not occur until the completion of the transaction.

R. Tim Henneberry, P.Geo. (BC) is the Qualified Person who has reviewed and approved the technical content of this news release. All geological information provided in this press release, including all information on the Claims, has been provided by management of Qualitas and has not been independently verified by management of the Company.

ON BEHALF OF THE BOARD OF DIRECTORS

"Blake Olafson"

Blake Olafson
Director

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Neither the TSX Venture Exchange Inc. 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 release.

(Not for dissemination in the United States of America)