

Form 51-102F3

Material Change Report

Item 1: Name and Address of Company

Alibaba Innovations Corp. (the “**Issuer**”)
545 Granite Street
Sudbury, ON P3C 2P4

Item 2: Date of Material Change

May 29, 2015

Item 3: News Release

A news release was issued and disseminated on June 5, 2015 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule “A” hereto.

Item 4: Summary of Material Change

In its news release issued on May 29, 2015, the Company announced that it has entered into a definitive agreement with Griffis Capital Inc. to acquire all of the issued and outstanding shares of a private company (“**Privco**”).

The press release stated that in consideration for the acquisition, the Company would be issuing to Privco’s shareholders 60,000,000 shares and \$400,000 in cash. 40,000,000 shares will be issued on closing of the acquisition and 20,000,000 only issued on Privco achieving the first of the following milestones:

- i. Privco having secured contracts for Privco’s services having a value equal to the aggregate of a minimum of \$2,000,000; and
- ii. the Company raising capital of \$5,000,000 or more cumulatively from the date of this Agreement.

The acquisition of Privco will constitute a fundamental change for the Company in accordance with the policies of the Canadian Securities Exchange (the “**Exchange**”) and will require shareholder approval.

Accordingly, the Company will be seeking majority shareholder approval as a condition of closing the acquisition.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

See news release dated June 4, 2015 attached as Schedule “A”.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Robert Komarechka, CEO
Telephone: 1.705.690.8118

Item 9: Date of Report

June 5, 2015

Schedule "A"

**ALIBABA INNOVATIONS CORP.
ANNOUNCES FUNDAMENTAL CHANGE**

Vancouver, B.C. – (June 4, 2015) **Alibaba Innovations Corp.** (“**AIC**” or the “**Company**”) (CSE: ABJ) announces additional information regarding the acquisition transaction described in its news release disseminated on May 29, 2015.

In its news release issued on May 29, 2015, the Company announced that it has entered into a definitive agreement with Griffis Capital Inc. to acquire all of the issued and outstanding shares of a private company (“**Privco**”). The press release stated that in consideration for the acquisition, the Company would be issuing to Privco’s shareholders 60,000,000 shares and \$400,000 in cash. 40,000,000 shares will be issued on closing of the acquisition and 20,000,000 only issued on Privco achieving the first of the following milestones:

- i. Privco having secured contracts for Privco’s services having a value equal to the aggregate of a minimum of \$2,000,000; and
- ii. the Company raising capital of \$5,000,000 or more cumulatively from the date of this Agreement.

The acquisition of Privco will constitute a fundamental change for the Company in accordance with the policies of the Canadian Securities Exchange (the “**Exchange**”) and will require shareholder approval. Accordingly, the Company will be seeking majority shareholder approval as a condition of closing the acquisition.

Full details of the proposed new business will be available when the Company files an updated listing statement with the Exchange.

Privco is in the business of creating and developing a virtual space platform for use in the real estate development industry. The Company is excited to be participating in the fast growing virtual reality space with Privco. Privco’s seasoned management and development team will continue to lead the business on the cutting edge of the technology and real estate industries.

Further Information

Further information about AIC is available under its profile on the SEDAR website www.sedar.com and on the CSE website www.thecse.com.

For additional information on the Company, please contact:

Robert Komarechka
President, CEO, and Director
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Email: bkomar@fibreop.ca
www.alibabagraphite.com

Forward-Looking Information:

This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of AIC. Forward-looking information is based on certain key expectations and assumptions made by the management of AIC. Although AIC

believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because AIC can give no assurance that they will prove to be correct. Forward-looking statements contained in this press release are made as of the date of this press release. AIC disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.