

FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

IMPACT Silver Corp. (the "Issuer")
900-543 Granville Street
Vancouver, British Columbia
V6C 1X8

ITEM 2. DATE OF MATERIAL CHANGE

January 23, 2012

ITEM 3. NEWS RELEASE

Issued January 23, 2012 and distributed through the facilities of Stockwatch, Northern Miner and Market News.

ITEM 4. SUMMARY OF MATERIAL CHANGE

See attached news release.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

ITEM 6. RELIANCE ON SUBSECTION 7.1(3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact: Frederick W. Davidson, President, CEO, Director
Telephone: 604 681 9501

ITEM 9. DATE OF REPORT

DATED at Vancouver, BC, this 27th day of January, 2012.

NEWS RELEASE

IMPACT Silver Corp.

For release: January 23, 2012

TRADING SYMBOL: "IPT: TSX.V"

IMPACT Silver 2011 Exploration Review and 2012 Outlook

IMPACT Silver Corp. ("IMPACT") is pleased to provide a summary of its 2011 exploration program at the Royal Mines of Zacualpan Silver District ("Zacualpan") and the adjacent Mamatla Mineral District ("Mamatla") in Mexico. IMPACT has over five years of consistently profitable operations, with 2011 being a record breaking year for revenues and earnings.

Exploration in 2011 focused on the open-pit Capire Silver Mine Development Project, the Huatecosco Gold-Silver Project and multiple high-grade silver zones in Zacualpan including the Oscar Silver Vein Corridor, the Chontalpan Silver Project and the Golondrinas Silver Project. IMPACT's continued success of significantly expanding its mining operations and its exceptional discovery rate of four new mines in the past five years is attributed to a systematic and persistent approach to mining exploration.

IMPACT controls two large adjacent mineral districts in Mexico, Zacualpan and Mamatla, which comprise 623 square kilometers and include three operating silver mines, the 500 tonnes-per-day ('tpd') Guadalupe Processing Plant and the new open-pit Capire Mine Development Project.

2011 Exploration Review

IMPACT's exploration increased significantly in 2011 as a result of an expansive program focused on both surface and underground drilling. Total drilling for 2011 surpassed the proposed 25,000 meters to 29,481 meters, up 68% from 17,520 meters drilled in 2010. Underground drilling totaled 3,010 meters, a 37% jump from 2,197 meters in 2010, and surface and resource drilling grew to 26,471 meters, up 73% from 15,323 meters in 2010.

IMPACT explored multiple targets in 2011 including the Oscar, Huatecosco, Capire, Chontalpan, Golondrinas, Cerro Cuates, San Pablo Norte and Condesa areas. Field work included extensive geological mapping, trenching, soil sampling, prospecting, the re-opening of many old mine workings and their systematic sampling. Surface drilling was conducted on a number of project areas, as detailed in the following summary.

Oscar Vein Corridor Drilling Highlights

The Oscar Vein Corridor ("Oscar"), located 2.5 kilometers east of the Guadalupe Processing Plant, is a series of high-grade silver veins linking the past producing Cuchara Silver mine and the Santa Lucia Silver Zone. The 2011 Oscar drill program was conceived to test a series of sub parallel high-grade silver veins that represent the faulted extension to the Santa Lucia veins. Earlier drill results for the Santa Lucia included **466 g/t silver across 3.2 meters** (see IMPACT News Release dated [December 16, 2009](#)). Previous drilling at the Oscar returned values of **2,820 g/t silver, 7.83 g/t gold, 3.48% lead and 7.83%**

zinc over 0.30 meters (see IMPACT News Release dated [January 25, 2007](#)). The drill results from the 2011 Oscar program include many high-grade silver intersections, as indicated in the table below:

2011 Oscar Project Drill Results

Drill Hole	Drill Section	From (m)	To (m)	Intersection (m)	Silver (g/t)	Gold (g/t)	Lead (%)	Zinc (%)
Z11-35	18+50N	79.88	81.20	1.32	156	0.00	0.0	0.2
And		145.90	146.25	0.35	2,860	0.35	1.6	4.6
Z11-36	18+50N	203.30	205.63	2.33	109	0.11	1.0	1.6
Z11-37	18+50N	183.95	189.20	5.25	108	0.19	0.2	0.4
Including		183.95	186.08	2.13	178	0.40	0.4	0.8
Z11-38	18+50N	97.72	103.70	5.98	197	0.02	0.2	0.5
Including		100.47	100.92	0.45	1,310	0.11	1.3	4.0
Z11-39	19+00N	62.15	63.70	1.55	285	0.01	0.2	0.3
Z11-40	19+00N	59.45	61.45	2.00	165	0.01	0.1	0.4
And		120.25	124.75	4.50	136	0.08	0.3	0.9
Including		120.25	120.80	0.55	414	0.16	0.4	1.8
Z11-41	19+00N	72.35	74.05	1.70	64	0.00	0.1	0.6
Including		72.35	72.55	0.20	246	0.02	0.3	3.4
Z11-42	19+50N	32.40	39.90	7.50	76	0.09	0.2	0.6
Including		32.40	34.55	2.15	162	0.28	0.6	1.5
Z11-43	19+50N	5.05	6.18	1.13	69	0.01	0.1	0.2
Z11-44	19+50N	51.80	82.45	30.65	291	0.01	0.1	0.4
Including		51.80	59.25	7.45	780	0.02	0.4	1.1
Including		51.80	52.10	0.30	6,730	0.20	1.5	8.0
Including		55.50	55.95	0.45	4,240	0.06	2.1	6.8
Including		64.60	70.40	5.80	398	0.03	0.2	0.4
Including		68.25	68.95	0.70	1,290	0.06	0.2	1.3
And		139.45	146.80	7.35	244	0.07	0.5	0.9
Including		140.45	144.45	4.00	380	0.08	0.7	1.3
Z11-45	18+00N	118.30	118.60	0.30	530	0.02	0.2	0.2
And		130.20	132.50	2.30	119	0.00	0.1	0.4
Including		130.20	130.80	0.60	362	0.01	0.4	1.2
Z11-46	17+50N	92.10	97.75	5.65	1,007	0.07	0.5	1.1
Including		96.70	97.75	1.05	4,580	0.26	1.7	4.0
And		108.95	111.70	2.75	1,128	0.51	0.9	1.4
Including		109.70	110.80	1.10	2,630	0.40	0.8	2.2
And		135.65	137.60	1.95	111	0.01	0.1	0.5
Including		135.65	135.95	0.30	537	0.05	0.5	3.1
Z11-47	17+50N	116.60	122.40	5.80	122	0.01	0.1	0.2

The final phase of the drilling program is currently underway at Oscar, which will determine the orientation and continuity of silver grades in the veins. Upon receiving and interpreting the final drill results, the IMPACT mine development team will determine the feasibility of mine production in the combined Oscar-Santa Lucia area utilizing the existing mining infrastructure at the adjacent historic Cuchara Mine.

Huatecosco Gold-Silver Project

In 2011, IMPACT commenced drilling on the Huatecosco Gold-Silver Project (“Huatecosco”) located 9.5 kilometers south of the Guadalupe Processing Plant. The Huatecosco vein is one of the dominant veins in the Zacualpan Silver-Gold District. It is a large northwest trending structure with an inferred strike length of 16 kilometers. This vein, along with a number of others located in the southern and western portions of the Zacualpan District, contains elevated gold values in addition to the silver mineralization that is characteristic of the District. The 2011 Huatecosco drill program was designed to test a series of gold-silver-lead-zinc-copper soil anomalies located in the extreme southeast portion of this structure.

The first anomaly drilled was the Huatecosco Central Zone, which contained a collection of old mine workings and returned significant drill results, as indicated in the table below:

2011 Huatecosco Central Zone Drill Results

Drill Hole	Drill Section	From (m)	To (m)	Intersection (m)	Gold (g/t)	Silver (g/t)	Lead (%)	Zinc (%)
Z11-15	26+50 SE	92.55	98.00	5.45	1.19	59	1.42	1.95
including		92.55	94.05	1.50	3.82	149	4.10	3.80
Z11-16	26+50 SE	156.95	159.20	2.25	0.98	83	0.14	0.26
Z11-17	27+00 SE	54.51	59.25	4.74	3.44	118	0.59	0.81
including		55.08	57.40	2.32	2.29	217	0.97	1.19
Z11-18	27+00 SE	91.05	96.17	5.12	0.72	53	0.81	0.71
Z11-19	26+00 SE	110.55	117.40	6.85	1.60	159	0.22	0.30
including		114.65	117.40	2.75	3.53	321	0.43	0.57
Z11-20	26+00 SE	167.90	178.20	10.30	3.97	49	1.69	2.62
including		167.90	172.50	4.60	6.96	84	2.89	5.11
Z11-23	26+50 SE	344.90	347.23	3.15	0.96	26	0.28	1.52

The Huatecosco Pedro Zone, located 300 meters northwest of the Huatecosco Central Zone, is marked by a second gold-silver-lead-zinc-copper soil anomaly, and is also host to an abundance of old mine workings. Recently completed soil sampling two kilometers further northwest on the structure indicated

the presence of two stronger soil anomalies, which are scheduled for drilling in 2012. Initial drill results from the Huatecosco Pedro Zone returned a number of significant assays, as listed in the table below:

2011 Huatecosco Pedro Zone Drill Results

Drill Hole	From (m)	To (m)	Interval (m)	Gold (g/t)	Silver (g/t)	Lead (%)	Zinc (%)
Z11-33	183.55	192.6	9.05	0.48	62.96	0.62	2.02
Including	186.35	187.8	1.45	1.4	61.69	1.4	4.75
Z11-34	228.25	233.05	4.8	0.15	50.66	1.55	6.39
Including	231.95	232.4	0.45	0.16	123	4.01	23.6
Z11-48	351.7	355.8	4.1	5.22	30.1	0.69	1.78
Including	353.75	354.5	0.75	25	50.1	0.49	1.59
Z11-50	197.8	201.3	3.5	0.45	108.13	1.85	2.7
Including	200.45	201.3	0.85	1.25	220	3.58	6.45

Definition drilling is continuing at both the Huatecosco Central and Huatecosco Pedro Zones to fully delineate these zones. When the drilling results have been received and interpreted, IMPACT's mine planning team will determine the feasibility of mine production at the Huatecosco Gold-Silver Project.

Capire Silver Mine Project

The open-pit Capire Silver Project represents a new production center in a new mining district and an opportunity that, upon successful completion of the proposed exploration and development program, would propel IMPACT to become a multimillion ounce silver producer.

The Capire Project, located in the Mamatla District, is 16 kilometers southwest of IMPACT's active mining operations in Zacualpan. In February 2011, the updated NI 43-101 compliant Measured and Indicated Mineral Resources was announced and totaled **7.2 million ounces silver, 30,446 ounces gold, 95.6 million lbs zinc and 37.2 million lbs lead** (see IMPACT News Release dated [February 1, 2011](#)). IMPACT recently announced the construction of the Capire Mine and pilot plant had commenced, with first concentrate shipments scheduled for late 2012 (see IMPACT News Release dated [January 11, 2012](#)).

Subsequent to the mineral resource announcement, IMPACT completed 6,698 meters of drilling to expand the Capire zone to the north, east and southeast (see IMPACT News Releases dated [May 24, 2011](#) and [August 17, 2011](#)). Highlights from this expansion drilling are included in the table below:

2011 Capire Project Drill Results

DRILL HOLE	FROM (m)	TO (m)	INTERVAL (m)	SILVER (g/t)	GOLD (g/t)	LEAD (%)	ZINC (%)	COPPER (%)
C11-24	58.50	63.50	5.00	304	4.51	1.52	3.05	0.49
Including	59.50	61.50	2.00	661	10.83	3.06	6.05	1.06
C11-26	96.05	102.65	6.60	212	0.37	1.24	2.79	0.22
Including	100.65	102.65	2.00	496	0.77	2.34	4.99	0.48
C11-27	61.00	75.00	14.00	49	0.20	0.57	1.44	0.09

Includin g	65.00	69.00	4.00	93	0.33	1.07	2.27	0.12
C11-28	58.00	60.00	2.00	240	0.34	1.54	4.99	0.20
C11-29	78.25	82.35	4.10	122	0.52	0.79	2.04	0.18
C11-30	54.90	56.90	2.00	136	0.17	0.43	1.04	0.07
C11-36	74.70	83.50	8.80	83	0.18	0.50	1.25	0.11
Includin g	82.00	83.50	1.50	298	0.54	1.61	3.48	0.32
C11-38	95.50	103.0 0	7.50	53	0.14	0.45	1.13	0.09
Includin g	97.00	98.00	1.00	166	0.48	1.53	3.02	0.31
C11-39	54.50	56.00	1.50	206	0.77	1.14	2.14	0.17
C11-41	119.40	122.0 0	2.60	99	0.21	0.97	2.38	0.12
Includin g	119.40	120.4 5	1.05	152	0.31	1.29	3.34	0.19
C11-42	111.80	112.3 0	0.50	1,160	3.74	3.86	8.83	0.65
C11-50	21.35	24.40	3.05	139	2.95	0.52	1.02	0.26
Includin g	22.85	24.40	1.55	256	5.62	0.97	1.82	0.49

The Capire Zone remains open for further expansion, with additional drilling planned for 2012.

Chontalpan Silver Project

The IMPACT exploration team drilled an additional ten holes as they embarked on the second phase of the Chontalpan drill program in 2011. The second phase of the drill program was designed to further delineate two zones of silver mineralization on trend with the historic Chontalpan Mine, located five kilometers southeast of the Guadalupe Processing Plant. Significant drill results included **4.38 meters grading 116.5 g/t silver** (see IMPACT News Release dated [June 7, 2011](#)). Previous drill results include **2.14 meters of 402.6 g/t silver** (see IMPACT New Release dated [September 15, 2010](#)). Drilling is now complete and IMPACT's mine planning team is currently studying the feasibility of developing these zones into small producing mines that may augment production from IMPACT's principle mining operations in the Zacualpan District.

Golondrinas Silver Project

In 2011, IMPACT added four exploration holes at the Golondrinas Project, located three kilometers southeast the Guadalupe Plant. Drill results included **2.84 meters grading 132.3 g/t silver** (see IMPACT News Release dated [June 7, 2011](#)). Previous drill results from 2010 included **1.03 meters of 1,045 g/t silver** (see IMPACT News Release dated [October 19, 2010](#)). Additional drilling is planned for the northern portion of the Golondrinas area where a number of high-grade silver intersections were discovered in 2010 (see IMPACT News Release dated [November 10, 2010](#)).

Zacatecas Silver Project

In 2010, IMPACT completed the purchase of a 200 tpd processing plant in the Zacatecas Silver District, in addition to the previously purchased 10 mineral concessions with no underlying royalties (see IMPACT News Release dated [March 23, 2010](#)). In 2011, IMPACT optioned its Zacatecas assets to Defiance Silver Corp. (DEF: TSX.V) in return for cash and a major share position (see IMPACT News Release dated [September 12, 2011](#)). Defiance Silver plans to refurbish the plant and commence commercial production with mineral feed from the IMPACT concessions and the past producing San Acacio mine, which is presently under option.

Early Stage Exploration

IMPACT employs highly qualified field crews who are dedicated to early stage exploration in the two mineral districts. During 2011, the soil sampling team collected over 15,000 samples on the Coronas Grid in Zacualpan at 25 meter intervals on lines spaced 100 meters apart. This soil grid connects the Noche Buena mine area with the Huatecosco and Cerro Cuates areas. Examination and evaluation of a multitude of prominent anomalies continues with geological mapping, prospecting and the opening of old mine workings. The IMPACT exploration team is currently conducting a comprehensive vein interpretation for the entire Coronas Grid area to identify future drilling targets.

Soil sampling and prospecting has also commenced north of the Oscar-Cuchara area, and geological mapping, rock sampling and opening of old mine workings is ongoing in the San Pablo Norte and Santa Efigenia areas in Zacualpan.

Data Compilation

Since 2004, IMPACT has been constructing a state-of-the-art computerized Geographic Information System (GIS) database. At the core of this database is information pertaining to over 2,500 old mine workings and prospects representing almost 500 years of mining history in the Zacualpan and Mamatla Districts. For several years the GIS database has been the main engine for generating and prioritizing new drill targets. In 2010, the GIS database reached a critical mass of data that lead to the use of enhanced methods for in-depth data analysis and the modeling of geology and exploration targets.

2012 Outlook

Exploration continued at a high level into 2012, and initial plans are to rapidly move the Capire Silver Project into production, assess possible production at Oscar for 2013 and continue aggressive drilling and field work on priority targets among the approximately 2,500 compiled prospects in the Zacualpan and Mamatla Districts.

IMPACT's next mine planned to come on-stream is the open-pit Capire Silver Project, scheduled for pilot plant production in late 2012. IMPACT announced the commencement of construction at Capire upon successfully receiving the final permits necessary to begin mining activities in early 2012 (see IMPACT News Release dated [January 11, 2012](#)). Construction activities currently underway include site preparation work, pre-stripping and tailings pond development, and installation of the 200 tpd pilot plant. Arrangements for the initial silver-lead-zinc concentrate shipments to the smelter are organized for late 2012.

After successful drilling at the Oscar Silver Project in 2011, additional drilling is continuing to complete definition of the zones in 2012, after which the silver-rich Oscar-Santa Lucia zones will be given to the IMPACT mine development team for feasibility and mine planning with an aim for potential production in 2013.

The IMPACT exploration team drilled two significant targets in the gold-rich Huatecosco trend in 2011, which will be assessed for potential mine development in this new gold-copper-silver camp. 2012 will see the IMPACT team continue to aggressively explore this emerging zone.

With a track record of successful exploration, rapid mine development and more than 2,500 old mine workings in the GIS database, IMPACT's long term growth strategy is to become a mid-tier multimillion ounce silver producer with multiple production centers each fed by multiple mines. The construction of a second production center at Capire in 2012 is the next important step to fulfilling this vision. IMPACT's strong cash position and consistently positive cash flow allows for accelerated growth through aggressive exploration and potential accretive acquisitions.

George Gorzynski, P.Eng, Vice President and Director of IMPACT Silver, and Brian V. Hall, P.Geo., both Qualified Persons under the meaning of Canadian National Instrument 43-101, are responsible for the technical information in this news release. The Capire mineral resource estimates in this news release were taken from a technical report (posted on www.sedar.com) by Claus G. Wiese, P.Eng, I-Cubed LLC, an independent professional engineer.

IMPACT Silver Corp. is a silver focused mining and exploration company operating in Mexico with a producing silver operation at the 423 square kilometer Royal Mines of Zacualpan Silver District, the adjacent 200 square kilometer advanced Mamatla Silver District including the Capire Mine Development Project, and an option agreement for a major share position in Defiance Silver Corp. (DEF: TSX-V) in return for IMPACT's 200 tpd mill and mineral concessions in the Zacatecas Silver District. Additional information including maps of IMPACT's projects can be found on the company website at www.IMPACTSilver.com.

On behalf of the Directors of IMPACT Silver Corp.,

“Frederick W. Davidson”
President & CEO

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