MATERIAL CHANGE REPORT

To: British Columbia Securities Commission
Alberta Securities Commission
TSX Venture Exchange

Item 1. **Name and Address of Company** – **Abitibi Mining Corp**., Suite 711 – 675 West Hastings Street, Vancouver, B.C., Canada V6B 1N2

Item 2. **Date of Material Change** – February 11, 2011.

Item 3. **News Release** – News Release issued February 11, 2011 at Vancouver, BC.

Item 4. **Summary of Material Change** **– Abitibi Mining Corp. (TSX-V ABB)** is pleased to announce that it has closed the brokered and non-brokered private placements previously announced.

Item 5. **Full Description of Material Change** – **ABITIBI MINING CORP.** (TSX-V: ABB) is pleased to announce that it has closed the brokered and non-brokered private placements previously announced. The non-flow through private placement consisted of a total of 5,900,000 units at a price of $0.10 per unit. Each unit consisted of one non flow through common share and one-half of one non-flow through, non-transferable share purchase warrant (the "Warrant"). Each full Warrant entitles the holder to purchase one additional common share of the Company at a price of $0.15 for a period of three years from closing the private placement.

The flow through private placement consisted of 282,800 units at a price of $0.105 per unit. Each unit consisted of one flow through common share and one-half of one non-flow through, non-transferable share purchase warrant (the "Warrant"). Each full Warrant entitles the holder to purchase one additional common share of the Company at a price of $0.155 for a period of two years from closing the private placement.

There are four month hold periods on all shares issued, which expire as follows: 2,050,000-March 26, 2011; 3,500,000-April 17, 2011; and 632,800-April 30, 2011.

In connection with the private placements, commissions were paid as follows:

Payable to:	**Cash**	**Compensation Options** ($0.10 each consisting of 1 share & ½ warrant to purchase an additional share at $0.15 for 2 years)
Canaccord Genuity Corp.	$6,000	60,000
Haywood Securities Inc.	$3,500	35,000
M Partners	$29,650	296,500
Red Plug Capital	$10,500	105,000
Union Securities Ltd.	$3,000	30,000
		Compensation Options ($0.105 each consisting of 1 share & ½ warrant to purchase an additional share at $0.155 for 2 years)
M Partners	$882	8,400

The proceeds of the private placements will be used for exploration programs on its Ontario Properties and for general working capital.

Item 6. **Reliance on Section 7.1(2) or (3) of National Instrument 51-102** – Not applicable.

Item 7. **Omitted Information** – The undersigned is aware of no information of a material nature that has been omitted.

Item 8. **Executive Officer** – Mr. Richard Hughes, Chairman of the Issuer, is knowledgeable about the material change and this report. He can be contacted at (604) 685-2222.

Item 9. **Date of Report** – Dated at Vancouver, British Columbia, this 11th day of February, 2011.