

**FORM 53-901F  
(Previously Form 27)**

**MATERIAL CHANGE REPORT UNDER  
SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)**

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this are complied with.

NOTE: If this report is filed on a confidential basis, put at the beginning of the report in block capitals "CONFIDENTIAL – SECTION 85", and file in an envelope marked "Confidential – Attention: Supervisor, Financial Reporting".

**1 Reporting Issuer**

BLACK PANTHER MINING CORP.  
2489 Bellevue Avenue  
West Vancouver, British Columbia V7V 1E1

Telephone (604) 922-2030

(the "Company" or "Black Panther")

**2 Date of Material Change**

June 17, 2010

**3 Press Release**

Issued in West Vancouver, B.C. on June 17, 2010 under Section 85 (1) of the Act and disseminated through the facilities of Market News and Stockwatch.

**4 Summary of Material Change**

The Company announced the repricing of its non-brokered private placement.

**5 Full Description of Material Change**

Further to its news release of May 20, 2010, the Company announced that, subject to regulatory approval, it has repriced its non-brokered private placement ("Private Placement"). The Company now intends to raise up to \$800,000 by the issuance of 4,000,000 flow through units (the "FT Units") at \$0.20 per FT Unit. Each FT Unit will consist of one flow through common share and one-half of a share purchase warrant, with each whole warrant entitling the holder to purchase an additional non-flow through common share at a price of \$0.30 for a period of one year from the closing date. With respect to this Private Placement, the Company may pay finders' fees in the amount of 10% of the proceeds raised from the sale of FT Units (payable in cash or Non FT Units at a deemed price unit of \$0.20 per unit) based on the number of FT Units purchased by subscribers introduced to the Company by such finders.

The Company intends to use the proceeds from this Private Placement for furthering the exploration of the Company's mineral exploration properties.

For further information, contact Mr. Clive Shallow, investor communications at 604-922-2030 or visit the Company's new website at [www.blackpanthermining.com](http://www.blackpanthermining.com).

**6 Reliance on Section 85(2) of the Act**

Not applicable

**7 Omitted Information**

No information has been intentionally omitted from this form.

**8 Senior Officers**

Douglas L. Mason, Chairman  
Ronald A. Coombes, President & CEO

Further information may be obtained from Bruce E. Morley, director of the Company, 2489  
Bellevue Avenue, West Vancouver, British Columbia, V7V 1E1, (604) 922-2030

**9 Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at West Vancouver, British Columbia, this 17<sup>th</sup> day of June, 2010.

**BLACK PANTHER MINING CORP.**

*"Bruce E. Morley"*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
President & CEO

*(Official capacity - please print)*

Bruce E. Morley

*(Please print here name of individual whose signature appears  
above, if different from name of vendor or agent printed above)*