This is the form of material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*.

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

September 13, 2012

3 Press Release

Issued in West Vancouver, B.C. on September 13, 2012 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 non-brokered private placements.

5 Full Description of Material Change

The Company announced that, subject to regulatory approval, the Company intends to proceed with a non-brokered private placement to raise up to $300,000 by the issuance of 6,000,000 non-flow through units (the "Units") at $0.05 per Unit. Each Unit will consist of one common share and one share purchase warrant, with each warrant entitling the holder to purchase an additional common share for a period of two years at an exercise price of $0.10. Additionally, the Company also intends to proceed with a flow through non-brokered private placement to raise up to $300,000 by the issuance of 6,000,000 flow through units (the "FT Units") at $0.05 per FT Unit. Each FT Unit will consist of one flow through share and one non-flow through share purchase warrant, with each warrant entitling the holder to purchase an additional non-flow through common share for a period of two years at an exercise price of $0.10. With respect to these private placements, the Company may pay finders' fees in the amount of 10% (payable in cash or Units), with 10% finders' warrants based on the sale of the Units and the FT Units purchased by subscribers introduced to the Company by such finders.

The Company intends to use the proceeds from these private placements for the next phase of exploration on the Company's Olsen gold exploration property project in Ontario and for general working capital purposes.

For further information, contact Mr. Clive Shallow, Shareholder Communications, at 604-922-2030, or visit the Company's website at 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, CEO
Ronald A. Coombes, President & COO
Sead Hamzagic, CFO

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 13th day of September, 2012.

BLACK PANTHER MINING CORP.

"Bruce E. Morley"
____
Signature

Director
(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)