

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER SUBSECTION 7.1 (1) OF NATIONAL INSTRUMENT 51-102**

Item 1. Reporting Issuer

Goldbank Mining Corporation (the "Issuer")
889 West Pender Street, Suite 605
Vancouver, BC V6C 3B2

Item 2. Date of Material Change

November 26, 2010

Item 3. News Release

News Release dated November 26, 2010 and disseminated to Canada Stockwatch, Market News, British Columbia Securities Commission and Alberta Securities Commission.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer announced that at its recently held Annual General Meeting, Anthony J. Beruschi, Raymond W. Roland, Douglas B. Brooks, Luis Botto, Kevin Addie and James Boyce were elected as Directors. Mr. Beruschi is continuing as the Issuer's President and Chief Executive Officer.

Item 5. Full Description of Material Change

The Issuer is pleased to announce that at its recently held Annual General Meeting, Anthony J. Beruschi, Raymond W. Roland, Douglas B. Brooks, Luis Botto, Kevin Addie and James Boyce were elected as Directors of the Issuer. Mr. Beruschi is continuing as the Issuer's President and Chief Executive Officer.

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

The Issuer is not relying on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7. Omitted Information

There is no omitted information.

Item 8. Senior Officers

Anthony J. Beruschi, President: 604.669.3116

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Vancouver, in the Province of British Columbia, this 3rd day of December, 2010.

“Gwen Wegner”

Gwen Wegner, Corporate Secretary