

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

September 28, 2012

Item 3. News Release

News Release dated September 28, 2012 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 announces the resignation of a director and a change of officer.

Item 5. Full Description of Material Change

The Issuer announces that it has appointed Mr. James Boyce as President and CEO. The Issuer announces Mr. Anthony Beruschi has resigned as President, CEO and Director to focus his attention on personal interests. The Issuer wants to thank Mr. Beruschi for his work on behalf of the Issuer. Mr. Beruschi will continue to provide services as a consultant at the Issuer's request. The Issuer has appointed Luis Botto as its CFO, replacing James Boyce.

The Issuer has resolved to not acquire additional mineral properties in the Yukon until ownership of the Leota project is confirmed.

Exploration continues on the Issuer's Yukon gold projects.

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

James Boyce, President: 604.669.1408.

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, the 5th day of October, 2012.

“Gwen Wegner”

Gwen Wegner, Corporate Secretary