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")
702 – 889 West Pender Street
Vancouver, BC V6C 3B2

Item 2. **Date of Material Change**

July 8, 2014

Item 3. **News Release**

News Release dated July 8, 2014 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 results of its Annual & Special General Meeting.

Item 5. **Full Description of Material Change**

At the Issuer's Annual & Special General Meeting, Messrs. James Boyce, Luis Botto, Kevin Addie and John Rizzuti were re-elected as directors of the Issuer. Mr. Boyce is continuing as President and Chief Executive Officer. Mr. Botto is continuing as Chief Financial Officer of the Issuer.

Shareholders approved special resolutions authorizing consolidating the Issuer's share capital on the basis of two (2), three (3) or five (5) existing common shares for one (1) new common share. The directors have been authorized by the shareholders to determine the ratio of any consolidation and to determine whether or not to proceed with the share consolidation. Any share consolidation will be subject to acceptance for filing by the TSX Venture Exchange.

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: 604.683.3288.

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 15th day of July, 2014.

"Gwen Wegner"

Gwen Wegner, Corporate Secretary