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**

February 13, 2015

Item 3. **News Release**

News Release dated February 13, 2015 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 a private placement of its securities.

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

The Issuer announces an $180,000 private placement comprised of 3,600,000 units at $0.05 per unit, of which $150,000 is flow-through. Each unit consists of one common share and one four-year transferable warrant entitling the holder to purchase one additional share at a price of $0.05 per share. The flow-through shares comprising the flow-through units and flow-through shares issuable upon exercise of the warrants comprising the flow-through units will entitle the holder to receive the tax benefits applicable to flow-through shares in accordance with provisions of the *Income Tax Act* (Canada).

The $150,000 in flow-through proceeds will be used for necessary exploration expenditures to maintain and preserve the Issuer's claims in the Klondike Goldfields, Yukon Territory, Canada. The $30,000 in non-flow-through proceeds will be used for working capital.

The private placement will result in Anthony Beruschi increasing his control position by 3,000,000 units ($150,000). Upon closing of the proposed private placement Mr. Beruschi will hold 10,064,920 shares in the capital of the Issuer, representing approximately 36.37% of the then issued and outstanding shares of the Issuer. If Mr. Beruschi were to exercise all of his warrants held following closing of the proposed private placement, he would hold 19,398,254 common shares of the Issuer representing approximately 52.42% of the then total outstanding common shares of the Issuer, assuming that no further common shares of the Issuer were issued.

The financing is 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, as of the 23rd day of February, 2015.

"Gwen Wegner"

Gwen Wegner, Corporate Secretary