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**

December 22, 2015

Item 3. **News Release**

News Release dated December 22, 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 flow-through private placement.

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

The Issuer announces a $100,000 flow-through private placement comprised of 2,000,000 units at $0.05 per unit. Each unit consists of one common share and one-half of a three-year transferable warrant with each 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 $100,000 in flow-through proceeds will be used for exploration on the Issuer's claims in the Klondike Goldfields, Yukon Territory, Canada.

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, the 29th day of December, 2015.

"Gwen Wegner"

Gwen Wegner, Corporate Secretary