

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

War Eagle Mining Company Inc
Suite 906 – 595 Howe Street
Vancouver, BC V6C 2T5
("War Eagle" or the "Company")

Item 2 Date of Material Change

November 9, 2011

Item 3 News Release

News release was disseminated November 10, 2011

Item 4 Summary of Material Change

War Eagle has entered into a definitive agreement (the "Amalgamation Agreement") dated November 9, 2011 with Andromeda Resources Inc. ("Andromeda"). The Amalgamation Agreement supercedes a letter of intent regarding the reverse take over transaction of the Company by Andromeda announced on September 29, 2011.

Item 5.1 Full Description of Material Change

War Eagle has entered into the Amalgamation Agreement dated November 9, 2011 with Andromeda. The Amalgamation Agreement supercedes a letter of intent regarding the reverse take over transaction of the Company by Andromeda (the "Transaction") announced on September 29, 2011.

It is intended that the Transaction be completed by way of a three-cornered amalgamation of War Eagle, Andromeda and 2304315 Ontario Limited ("War Eagle Subco"), a wholly owned subsidiary of the Company, whereby Andromeda and War Eagle Subco will amalgamate. The company resulting from such amalgamation ("Amalco") will be War Eagle's wholly owned subsidiary and carry on the business of Andromeda. The resulting issuer will be renamed Andromeda Resources Inc. ("Resulting Issuer").

The Amalgamation Agreement provides that, among other things, each common share of Andromeda be exchanged for 6.67 Resulting Issuer common shares. Completion of the Transaction under the Amalgamation Agreement will constitute a reverse take over transaction of War Eagle as the former Andromeda shareholders will own 83.6% of the Resulting Issuer's shares on a non-diluted basis, assuming a maximum equity financing by Andromeda, as described below.

On closing of the Transaction, Andromeda expects to complete a brokered private placement to raise aggregate gross proceeds of a minimum of \$7,000,000 and a maximum of \$10,000,000, consisting of units at a price of \$3.00 per unit (equivalent to \$0.45 per unit in the Resulting Issuer). Each unit will comprise one Andromeda share and one-half of one

Andromeda warrant exercisable into one Andromeda share at an exercise price of \$4.00 per Andromeda share (equivalent to an exercise price of \$0.60 per Resulting Issuer share) for a period of 24 months. Andromeda has engaged Union Securities Ltd. to complete a private placement of between \$7,000,000 and \$10,000,000. Union Securities Ltd. will be paid a cash commission of 8% of gross proceeds and a number of warrants to purchase common shares equal to 8% of the number of common shares issued in the brokered private placement. The warrants will have substantially the same terms as the financing warrants. There can be no assurance that the financing will complete on the planned terms or at all.

Completion of the Transaction is conditional upon, among other things, Andromeda raising minimum gross proceeds of \$7,000,000 prior to closing, all required regulatory approvals, including the approval of the TSX Venture Exchange, shareholder approval of the related amalgamation and transaction resolutions as described in the Company's information circular, expected to be mailed to War Eagle shareholders and posted on SEDAR on November 14, 2011.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Simon Anderson, President at (604) 681-7010 ext. 114

Item 9 Date of Report

November 10, 2011