

Queenston Mining Inc.

FORM 51-102F3

MATERIAL CHANGE REPORT **NATIONAL INSTRUMENT 51-102**

1. Name and Address of Company

Queenston Mining Inc. ("Queenston")
Suite 201 – 133 Richmond Street West
Toronto, Ontario
M5H 2L3

2. Date of Material Change

March 27, 2012

3. News Release

Queenston Issued a news release dated March 28, 2012 disseminated through Marketwire.

4. Summary of Material Change

Queenston Enters into Agreement to Sell Its JV Interests to Kirkland Lake Gold Inc. for \$ 60 Million

5. Full Description of Material Change

For further information, please see a copy of the Press Release attached to this Material Change Report.

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

Confidentiality is not requested.

7. Omitted Information

No information has been omitted in respect of the material change.

8. Executive Officer

Charles E. Page,
President & CEO
Tel: (416) 364-0001 ext. 224.

9. Date of Report

march 28, 2012

"Jennifer McGuinty"

Jennifer McGuinty
Corporate Secretary
Queenston Mining Inc.

2012-06

Queenston Enters into Agreement to Sell Its JV Interests to Kirkland Lake Gold Inc. for \$60 Million

March 28, 2012 Toronto, Ontario - QUEENSTON MINING INC. (QMI-TSX, Frankfurt; QNMNF-OTCQX) ("Queenston" or the "Company") is pleased to announce that it has entered into a purchase and sale agreement ("Agreement") dated March 27, 2012 with Kirkland Lake Gold Inc ("KL Gold" KGI:TSX) pursuant to which Queenston has agreed to sell its 50% interest in the properties currently held under Joint Venture ("JV") with KL Gold located in Teck Township to KL Gold for \$60 Million ("M") cash and a royalty, subject to the terms and completion of the conditions set out in the Agreement.

Charles Page, President and CEO states, "The sale of this non-core asset provides the Company a source of non-dilutive funds to progress the Upper Beaver project towards advanced exploration and feasibility. The recent positive PEA on the project based on constructing a 2,000 t/day stand alone mine-mill operation outlines robust economics with annual production of 120,000 oz of gold and 5.3 M pounds of copper. The PEA estimated the pre-production capital for the project at \$240 M and on the JV land sale, Queenston's cash and short term investments will amount to approximately \$120 M."

Queenston has a 2012 budget of approximately \$35 M for exploration and development of its properties and with forecasted expenditures of \$65-\$75 M for next year is well funded into 2014.

Terms of the sale are a \$10 M non-refundable cash payment on signing, \$20 M cash on closing (expected to occur on August 30, 2012) and \$30 M cash due on December 3, 2012. On closing, Queenston will receive a promissory note representing the balance of the purchase price payable in the principal amount of \$30 M, accruing interest at a rate of prime plus 2.5% per annum, secured by way of a first fixed charge and mortgage on the JV properties that are the subject of the sale, that will be due and payable on December 3, 2012. The Company will receive a royalty on gold produced from the sold properties after the first 1.3 M ounces (oz) of gold have been produced equal to \$15/oz of gold for the next 1 M oz produced and \$20/oz thereafter.

The book value of the JV assets total approximately 3% (\$4 M) of the Company's exploration properties and represents a realized gain of \$56 M. The Company maintains strategic, 100% owned holdings in Teck Township adjoining the JV lands including the Amalgamated Kirkland ("AK") property where in September 2011 a NI 43-101 compliant indicated mineral resource of 1,145,000 tonnes ("t") grading 4.47 grams per tonne ("g/t") gold ("Au") (164,000 oz) and an inferred resource of 1,530,000 t grading 4.21 g/t Au (207,000 oz).

This news release has been reviewed by Queenston's VP Exploration and QP, William McGuinty, P. Geo.

About Queenston

Queenston is a Canadian mineral exploration and development company with a primary focus on its holdings in the historic Kirkland Lake gold camp comprising 235 km² of prime exploration lands. The Company's assets include 6, 100% owned gold deposits, all with NI 43-101 compliant mineral resources and ongoing exploration and development. The objective of the Company is to advance the flagship, Upper Beaver project towards feasibility and production. The project is currently being permitted for Advanced Exploration leading to new shaft development beginning in 2012. The Company is also very active in exploring and advancing the other five 100% owned deposits that will provide additional feed for a central milling facility. The Company currently has cash and short-term investments of approximately \$72 M, no debt and a fiscal 2012 budget for exploration of \$25 M and \$10 M for advanced exploration.

For further information, please contact:

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Forward Looking Statements

This news release may contain certain statements regarding future events, results or outlooks that are considered forward looking statements within the meaning of securities regulation. These forward looking statements reflect management's best judgment based on current facts and assumptions that management considers reasonable and include the words "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "potential" and "should". Forward looking statements contain significant risks and uncertainties. A number of circumstances could cause results to differ materially from the results discussed in the forward looking statements including, but not limited to, changes in general economic and market conditions, metal prices, political issues, permitting, environmental, exploration and development success, continued availability of capital and other risk factors. The forward looking statements contained in this document are based on what management believes to be reasonable assumptions, however, we cannot assure that the results will be compatible to the forward looking statements as management assumes no obligation to revise them to reflect new circumstances. The Corporation has no knowledge that would indicate the information is not true or is incomplete and the Corporation assumes no responsibility for the accuracy and completeness of the information. Readers should not place reliance on forward looking statements. More information concerning risks and uncertainties that may affect the Company's business is available in Queenston's most recent Annual Information Form and other regulatory filings of the Company at www.sedar.com