LIBERTY MINES INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

LIBERTY MINES INC. 1662 Valentine Garden Mississauga, Ontario, L5J 1H5.

Item 2. Date of Material Change

July 15, 2005.

Item 3. News Release

The Press Release was sent on July 17, 2005 via Filing Services Canada—Calgary, Alberta.

Item 4. Summary of Material Change

For further information, attached hereto is a copy of the Press Release.

Item 5. Full Description of Material Change

For further information, attached hereto is a copy of the Press Release.

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

Confidentiality is not requested.

Item 7. Omitted Information

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

Item 8. Executive Officer

Gary Nash, President [416] 238-9736.

Item 9. Date of Report

July 18, 2005.

Liberty Mines Inc.

TSX-V: LBE
Press Release 10-05

For Immediate Release
July 18, 2005

Private Placement Completed and Name Change

MISSISSAUGA, Ontario. Liberty Mines Inc. ("Liberty") is pleased to announce that a private placement of $475,420 closed July 15, 2005. The private placement consisted of the sale of 2,160,999 units issued at 22 cents per unit. Each unit consisted of one common share and one half common share purchase warrant exercisable at 25 cents for a period of 18 months from the date of closing.

Power One Capital Markets Limited and HDL Capital Corporation were agents for the private placement and respectively received cash fees of $24,000 and $12,953 in addition to 136,364 and 73,600 warrants. Each agent warrant is exercisable at 25 cents for a period of 18 months from the date of closing, as above. All securities issued in conjunction with the private placement are subject to a four-month hold period, which expires on November 15, 2005.

The net proceeds of the financing will be used 1) to continue exploration on the McAra Lake cobalt discovery as outlined in the June 28, 2005 news release 2) to complete the NI 43-101 resource calculation on the McWatters nickel property 3) to investigate additional nickel exploration targets between McWatters and the Redstone Mine, particularly around the Hart Property 4) to pay the costs of environmental, engineering and metallurgical studies related to bringing the Redstone Mine into production and 5) for general working capital.

Liberty also announces that pursuant to a special resolution passed by shareholders June 23, 2005, the Company has changed its name to Liberty Mines Inc. and begins trading under its new name on the TSX Venture Exchange at the opening of July 18, 2005. The trading symbol remains LBE" and the new CUSIP number is 530722107. There is no consolidation of capital. The name change from Liberty Mineral Exploration Inc. to Liberty Mines Inc. signifies the company's focus on bringing its nickel/cobalt properties into production. A website at www.libertymines.com has been constructed and will be continually updated with new information on the exploration, development and production of the company's assets, as well as related information on the many facets of the business of mining.

About Liberty Mines Inc.
Liberty Mines Inc. is a mineral development company with a focus on the development and production of nickel, cobalt and platinum group metals from its properties.

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