LIBERTY MINES INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

LIBERTY MINES INC. 311A 8925-51 Avenue, Edmonton, Alberta, T6E 5J3.

Item 2. Date of Material Change

October 31, 2008.

Item 3. News Release

The Press Release was sent on October 31, 2008 via Marketwire—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

October 31, 2008.

TSX: **LBE** For Immediate Release

Press Release 29-08 October 31, 2008

Liberty Places Operations on Care and Maintenance

EDMONTON, Alberta. Liberty Mines Inc. (“Liberty or the Corporation”) announces that in the wake of the recent downturn in commodities prices and the general economic slow-down, management has determined that it is initiating a care and maintenance program at its Redstone and McWatters mines and the Redstone nickel concentrator effective immediately.

As announced on October 27, 2008, due to the failure of the financing announced on September 29, 2008, Liberty will be seeking near-term financing in order to fund its intended restructuring and interim operations. It will also seek out partners with which to complete a business combination such as an amalgamation, arrangement, take-over bid or other combination for the purposes of financing its growth and operations.

According to Gary Nash, President and Chief Executive Officer of Liberty, “In these difficult financial times, a company needs to be flexible and creative in order to survive. Liberty is rich in mining assets and is seeking a business combination with a partner who is looking for first class mining assets that can finance our growth and production plans."

"We are very proud of the accomplishments of the Liberty team during the last three years having put two mines into operations; permitted and built a new 2000 tonne per day mill in sixteen months; and the discovery of the large sulphide pool at the Hart deposit (see March 13, 2008 press release).”

Liberty is also in the course of completing interim technical reports on its Redstone and McWatters properties to address deficiencies announced in its October 11, 2008 press release. It is expected that such interim reports will be filed no later than December 2, 2008. Until such time as the reports are filed and approved by the securities commissions in British Columbia and Alberta, the Corporation will be noted as being in default of the requirements of such commissions.

Mr. Carlo Cattarello will step down from the Advisory Board so that he can act independently as a metallurgical consultant for the Corporation.

About Liberty Mines Inc.

Liberty Mines Inc. is a producer of nickel and is focused on the exploration, development and production of nickel, copper, cobalt and platinum group metals from its properties in Ontario, Canada.

CAUTIONARY STATEMENT

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein. This News Release includes certain “forward looking statements”. All statements other than statements of historical fact included in this release, without limitation, statements regarding production targets, and future plans and objectives of Liberty, are forward looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from Liberty’s expectations are exploration risks, commodity prices, assumed startup and operating costs detailed herein and from time to time in the filings made by Liberty with securities regulators.

For further information please contact:

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