

LIBERTY MINES INC.

5775 Yonge Street, Suite 1210

Toronto, Ontario M2M 4J1

FILED VIA SEDAR

Ontario Securities Commission
19th Floor, 20 Queen Street West
Toronto, Ontario, M5H 3S8
Attention: Continuous Disclosure

Alberta Securities Commission
Suite 600, 250 – 5 Street S.W.
Calgary, Alberta, T2P 0R4
Attention: Continuous Disclosure

British Columbia Securities Commission
12th Floor, Pacific Centre, 701 W. Georgia St.
Vancouver, B.C., V7Y 1L2
Attention: Continuous Disclosure

Dear Sirs/Mesdames:

RE: Material Change Report

1. The name of the reporting issuer is **Liberty Mines Inc.** (“Liberty” or the “Company”), 5775 Yonge Street, Ontario M2M 4J1.
2. The material change occurred on May 23, 2012.
3. A Press Release was published at Toronto, May 23, 2012.
4. Liberty announced that it had appointed Ms. Heather Miree, P.Geo., to the position of VP of Exploration effective May 23, 2012. Ms. Miree will be responsible for all of Liberty's exploration activities.
5. Ms. Miree brings over 25 years of experience in exploration and mining projects in Canada and the United States. A graduate of the University of Waterloo with an Honours Bachelor of Science in Earth Science, Ms. Miree is also a Professional Geologist in Ontario and Alberta. She has experience in base metal, gold and industrial mineral exploration and mining projects throughout North America. Past employers include Excellon Resources Inc., St. Andrew Goldfields Ltd., Lake Shore Gold Corporation and QuadraFNX. Ms. Miree's depth of experience, enthusiasm and leadership have contributed to her success in establishing the team and systems needed to advance grassroots or brownfield mineral properties through the exploration and advanced exploration stages to commercial production.

The Company would like to thank Liberty's former VP of Exploration, Peter Caldbick, for his efforts and wish him all the best in his future endeavors.

6. This report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.
7. No information is omitted because it is to be kept confidential.
8. Mr. Chris Stewart, President, Chief Executive Officer of the Company, may be contacted at (416) 226-4360 concerning this report.

9. The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 31st day of May, 2012.

LIBERTY MINES INC.

Per: *“Chris Stewart”*

Chris Stewart
Chief Executive Officer