

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Alpha Minerals Inc.
Suite 408 - 1199 West Pender Street
Vancouver, BC V6E 2R1

Item 2 Date of Material Change

January 9, 2013

Item 3 News Release

The news release was disseminated on January 9, 2013 through Marketwire.

Item 4 Summary of Material Change

The Company announced that it had appointed Dr. Michael Gunning as chairman of the board of directors and the granting of 50,000 stock options to Dr. Gunning.

Item 5 Full Description of Material Change

Refer to the attached news release.

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

Not Applicable

Item 7 Omitted Information

None

Item 8 Executive Officer

For more information, please contact Kurt Bordian, CFO, Telephone: 604-689-3443

DATED: January 10, 2013

"Kurt Bordian"

Per: Kurt Bordian
 CFO



Suite 408 – 1199 West Pender St.
Vancouver, B.C., V6E 2R1
Phone: (604) 629-0293
Fax: (604) 684-9365
Trading Symbol TSX-V – AMW

Alpha Minerals Appoints Dr. Michael Gunning As Chairman

Vancouver, Canada, January 9th, 2013: Alpha Minerals Inc. (TSX-V: AMW), (the “Company” or “Alpha”), is pleased to announce the appointment of Dr. Michael Gunning as chairman of the board of directors. Currently Dr. Gunning is serving as a director and lead technical adviser, in support of advancing the company's recent discovery at Patterson Lake, Athabasca basin, Saskatchewan. With the appointment, the company announces the granting of 50,000 incentive stock options under its incentive stock option plan to Dr. Gunning. The options are exercisable at \$1.77 for a period of five years from the date of grant. All options are subject to a four-month hold period and are granted in accordance with the terms of the Company's stock option plan.

Ben Ainsworth, President, CEO comments: “We are extremely pleased to name Dr. Gunning as our Chairman. Michael's proven and effective management has lead to numerous successes, last seen at Hathor Exploration.”

On behalf of the Board of Directors of Alpha Minerals Inc.

“Ben Ainsworth”

President, CEO and Director

For corporate communications please contact:

Robert (Bob) Meister
Alpha Minerals Inc..
Vancouver, BC
Phone: (604) 629-0293
Toll Free: 1-866-629-0293

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward Looking Statements: The above contains forward looking statements that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in our forward looking statements. Factors that could cause such differences include: changes in world commodity markets, equity markets, costs and supply of materials relevant to the mining industry, change in government and changes to regulations affecting the mining industry. Forward-looking statements in this release include statements regarding future exploration programs, operation plans, geological interpretations, mineral tenure issues and mineral recovery processes. Although we believe the expectations reflected in our forward looking statements are reasonable, results may vary, and we cannot guarantee future results, levels of activity, performance or achievements.