BLUE NOTE MINING INC.

MATERIAL CHANGE REPORT
FORM 51-102F3

Item 1. **Name and Address**

Blue Note Mining Inc.
1 Place Ville Marie, Suite 1511
Montreal, Quebec H3B 2B5
(the "**Company**")

Item 2. **Date of Material Change**

June 18, 2010

Item 3. **News Release**

The attached news release describes the material change and was issued on June 18, 2010.

Item 4. **Summary of Material Change**

The Company appointed Mr. Léon Méthot as Chairman and Chief Executive Officer, Mr. John Martin as President and Chief Operating Officer and Mr. Jean Mayer as Executive Vice President of the Company.

Item 5. **Full Description of Material Change**

The Company appointed Mr. Léon Méthot as Chairman and Chief Executive Officer, Mr. John Martin as President and Chief Operating Officer and Mr. Jean Mayer as Executive Vice President of the Company.

The new management team brings technical and managerial strength towards maximizing shareholder value through its near term goal to bring the Croinor gold project near Val-d'Or, Quebec into production.

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

Not applicable.

Item 7. **Omitted Information**

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

Item 8. **Executive Officer**

Inquiries in respect of this material change may be made to:
Jean Mayer
Executive Vice-President
(800) 937-3095 x 236
jmayer@bluenotemining.ca

Item 9. **Date of Report**

June 25, 2010

NEWS RELEASE

Blue Note Mining Announces Appointment of New Management Team

Montreal, Québec, June 18, 2010 – Blue Note Mining Inc. (TSXV: BNT) is pleased to announce the appointment of Mr. Léon Méthot as Chairman and Chief Executive Officer and Mr. John Martin as President and Chief Operating Officer of the Company. As well, Mr. Jean Mayer has been appointed Executive Vice President of the Company.

The new management team brings technical and managerial strength towards maximizing shareholder value through its near term goal to bring the Croinor gold project near Val-d'Or, Quebec into production. “The team is in place to capitalize on the tremendous opportunity and timing that a gold project of this advanced stage presents”, said Mr. Léon Méthot.

Mr. Méthot was President and Chief Executive Officer of X-Ore Resources Inc. between 2004 and 2010 until it was amalgamated with Blue Note Mining in January of this year. After acting as an expert advisor to the Federal Minister of Energy, Mines & Resources in Ottawa, he became a partner in the law firm of Dessureault, Vigeant & Méthot until 1994. He is currently a Director of Blue Note Mining.

Mr. Martin, P.Eng, was Chief Operating Officer of Blue Note Mining since 2004 and its President until February 2007. He was General Manager of Breakwater Resources’ Caribou Mine from 1999 to 2001, General Manager of Noranda’s Brunswick Mine from 1995 to 1999 and General Manager of the Heath Steele Mine from 1989 to 1995. Messrs. Méthot and Martin replace Mr. Michael Judson who has left the company to pursue other interests.

Mr. Mayer has served as Vice President, Legal & Corporate Affairs of the Company since October 2007. Prior to that he was President, General Counsel and Director of Mindready Solutions Inc. Mr. Mayer also practiced law at Desjardins Ducharme Stein Monast. He is currently a Director of Blue Note Mining.

About Blue Note Mining

Blue Note Mining is a mineral exploration and mining company headquartered in Montreal with properties located in known gold regions of Canada, including the prolific Val-d'Or region of Quebec and northern New Brunswick. Blue Note’s top priority is to put the Croinor Gold Property into production.

Forward-Looking Statements

This news release contains discussion of items that may constitute forward-looking statements within the meaning of securities laws that involve risks and uncertainties. Although the company believes the expectations reflected in such forward-looking statements are based on reasonable assumptions, it can give no assurances that its expectations will be achieved. Factors that could cause actual results to differ materially from expectations include the effects of general economic conditions, actions by government authorities, uncertainties associated with contract negotiations, additional financing requirements, market acceptance of the Company's products and competitive pressures. These factors and others are more fully discussed in Company filings with Canadian securities regulatory authorities.

"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."

For more information, please contact:
Jean Mayer
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(800) 937-3095 x 236

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