FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

Alliance Mining Corp. (the "Company")
4154 Squilax Road
Scotch Creek, B.C.
V0E 1M0

Item 2 Date of Material Change

State the date of the material change.

April 2, 2008

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

April 2, 2008

The Press Release was disseminated to the CNQ Exchange and through various other approved public media and filed on SEDAR with the securities commissions of British Columbia and Ontario.

Item 4 Summary of Material Change(s)

Provide a brief but accurate summary of the nature and substance of the material change.

The Company has announced, subject to regulatory approval, that it has arranged a private placement of up to 765,000 units ("Units") of the Company at a price of $0.13 per Unit. Each Unit will consist of one Class A common share ("Share") and one non-transferable share purchase warrant ("Warrant'). Each Warrant is exercisable for the purchase of one Class A common share ("Warrant Share") at a price of $0.18 per Warrant Share for a period of 18 months from the date of issuance. A cash finder's fee equal to 10% of the total gross proceeds from the sale of the Units together with compensation warrants equal to 10% of the total number of Units sold through the efforts of the finders exercisable at a price of $0.18 per compensation warrant share for a period of 18 months from the date of issuance will be paid to certain arm's length parties assisting with the private placement.

The proceeds of the private placement will be used for continued permitting programs on the Company's Placerita gold properties and added to working capital.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company has announced, subject to regulatory approval, that it has arranged a private placement of up to 765,000 Units of the Company at a price of $0.13 per Unit. Each Unit will consist of one Share and one Warrant. Each Warrant is exercisable for the purchase of one Warrant Share at a price of $0.18 per Warrant Share for a period of 18 months from the date of issuance. A cash finder's fee equal to 10% of the total gross proceeds from the sale of the Units together with compensation warrants equal to 10% of the total number of Units sold through the efforts of the finders exercisable at a price of $0.18 per compensation warrant share for a period of 18 months from the date of issuance.

The proceeds of the private placement will be used for continued permitting programs on the Company's Placerita gold properties and added to working capital.

5.2 Disclosure for Restructuring Transactions

Not applicable

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

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for that reliance.

Not applicable

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

Not applicable

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Jan C. Ross, President & CEO – (250) 319-4793

Item 9 Date of Report

April 4, 2008