51-102F3
Material Change Report

Item 1 Name and Address of Company

Alliance Mining Corp. (“the Company”)
823 Gleneagles Drive
Kamloops, BC V2E 1J9

Item 2 Date of Material Change

November 5, 2009

Item 3 News Release

The news release was disseminated on November 5, 2009 through the services of Newswire.ca and Market News.

Item 4 Summary of Material Change

The Company announces that it has increased the size of the non-brokered private placement financing (the “Private Placement”) announced on October 20, 2009. The Private Placement has been increased from a maximum of 3,000,000 units for aggregate gross proceeds of $300,000 to a maximum of 7,500,000 units for aggregate gross proceeds of $750,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announces that it has increased the size of the non-brokered private placement financing (the “Private Placement”) announced on October 20, 2009. The Private Placement has been increased from a maximum of 3,000,000 units for aggregate gross proceeds of $300,000 to a maximum of 7,500,000 units for aggregate gross proceeds of $750,000. Each unit will consist of one common share in the capital of the Company and one non-transferable share purchase warrant, each warrant entitling the holder to purchase one additional common share in the capital of the Company for a period of two years from the date of issuance, at a purchase price of $0.12 per share during the first year and at $0.15 per share during the second year.

The Company may pay finder’s fees to certain arm’s length parties (“Finders”) in connection with the Private Placement, either in cash and/or the issuance of non-transferable share purchase warrants (“Finder’s Warrants”), each Finder’s Warrant entitling the holder to purchase one common share in the capital of the Company for a period of two years from the date of issuance at a purchase price of $0.12 per share during the first year and at $0.15 per share during the second year. Certain directors, officers and insiders of the Company may participate in the Private Placement.

The securities issued will be subject to a hold period of four months. Proceeds of the Private Placement will be used for exploration on the Company’s Placerita mineral properties located in Arizona and for general working capital. The Private Placement will be subject to normal regulatory approvals.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Jan Ross
President and Chief Executive Officer
Alliance Mining Corp.
Tel: (250) 319-4793

Item 9 Date of Report

November 6, 2009