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

December 7, 2010

Item 3 News Release

The news release was disseminated on December 7, 2010 through the services of the Newswire.ca and Market News.

Item 4 Summary of Material Change

The Company announces a non-brokered private placement consisting of up to 1,250,000 units at a purchase price of $0.05 per unit to raise gross proceeds of up to $62,500.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announces a non-brokered private placement consisting of up to 1,250,000 units (the “Units”) at a purchase price of $0.05 per Unit to raise gross proceeds of up to $62,500 (the "Private Placement"). Each Unit will consist of one common share and one transferable share purchase warrant. Each warrant will entitle 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 $0.08 per share. Directors of the Company may participate in the private placement.

The securities issued will be subject to a hold period of four months and one day.

The private placement replaces a previous announced non brokered private placement that was announced on November 5, 2009 and January 13, 2010 that was not completed due to poor market conditions.

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**

December 13, 2010