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

January 7, 2011

Item 3 News Release

The news release was disseminated on January 7, 2011 through the services of the Newswire.ca and Market News.

Item 4 Summary of Material Change

The Company announces the closing of the second tranche of the private placement announced December 7, 2010 through the issuance of 875,000 units to raise gross proceeds of $43,750.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company is pleased to announce that the non-brokered private placement announced December 7, 2010 (the "Private Placement") consisting of 1,250,000 units has been oversubscribed for a total of 1,375,000 units for gross proceeds of $68,750.

The Company has closed the second tranche of the Private Placement by the issuance of 875,000 units at a purchase price of $0.05 per unit to raise gross proceeds of $43,750. Each unit consists of one common share and one transferable share purchase warrant. Each warrant entitles the holder to purchase one additional common share in the capital of the Company on or before January 4, 2013 at a purchase price of $0.08 per share.

The securities issued by the Company are subject to a hold period of four months and one day and cannot be resold until May 5, 2011.

No finder's fees are payable on the Private Placement. Proceeds of the Private Placement will be used for working capital.

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**

January 11, 2011