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

June 28, 2011

Item 3 News Release

The news release was disseminated on June 28, 2011 through the services of the Stockwatch and Market News.

Item 4 Summary of Material Change

43-101 Report completed

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Alliance Mining Corp. (the "Company” or “Alliance") announces that it is pleased to report that a National Instrument 43-101 compliant technical report on the Placeritas properties has been completed.

The Report, prepared for the Company by Barry Price of BJ geological consultants Ltd provides the first comprehensive description of the geology and compilation of available information pertaining to potential gold, silver and copper deposits on the 4,111 acre property located due south of Prescott, Arizona.

Jan Ross, President, states " this acreage is one of the largest assembled by a junior company in Arizona and is well situated within one of the most prolific historic gold mining regions. The 43-101 report confirms the project's merits as we continue to focus on advancing and developing its precious metal assets and also explore the overall potential of Copper-Gold volcanic massive sulphides & porphyry systems."

Highlights of the NI 43-101 compliant report are;

- The property comprises 199 claims in four separate areas covering approximately 4,111 acres north and south of Highway 89 between Prescott and Congress Arizona, in an area with numerous old copper and gold mines and prospects.

- In early 2011, Alliance completed an airborne geophysical survey program over the Copper Hill (Boston Arizona) area adjacent to the past productive Copper Basin area now being rehabilitated by Freeport McMoran. A separate survey was completed over the Silver Crown and Placerita South claims adjacent to the past productive Zonia mine. Both surveys outlined anomalous magnetics and electromagnetic anomalies which need to be examined in more detail.

- There are three general trends within the geophysical data for the Silver Crown Area. The western trend is located along the entire western side of the claim area and includes the Zonia Mine. The observed mineralization within the western trend would appear to be extensions of the known Zonia Mine VMS zones.

- Additional work recommended includes data compilation, geological mapping , target generation and comprehensive exploration programs on the two key areas, Copper Hill (Placerita West) and Silver Crown (Placerita South). Some of the lower priority properties with gold targets and drill permits in place may be suitable for farming out to other junior companies.

- A budget of $750,000, including contingencies has been proposed in two phases, with diamond drilling contingent on success of the initial general exploration phase.

- In the late 1800s, the Placerita gold mining camp, which includes the area covered by the Placerita Properties, was a small Spanish community and the miners worked placer and gold quartz-oxide veins. There are numerous shallow underground workings dating from this period, including adits, shafts, and remnants of small stamp mills (crushing plants). Significant mining in Arizona began in the 1870s and 1880s. Lode and placer gold mines dominated production until 1900, and after that time most annual gold production was a by-product of large-scale porphyry copper mining.

Alliance plans to use its own drills and crews on a year round basis to give the company more flexibility in its drilling programs and significantly lower the cost per meter of drilling.

Patrick Forseille, P.Geo, a Qualified Person as defined by NI 43-101 is responsible for the technical information contained in this release.

About Alliance:

Alliance mining has been focused on acquiring and delineating highly prospective Gold and Silver mineral properties in Arizona's most prolific gold producing area - Yavapai County located in central Arizona. Over the past decade the company has built up an extensive inventory of geologically significant properties, most of which have experienced gold copper and silver production in the past century. The company plans to take these properties to the next stage of exploration and development using modern techniques unavailable to earlier miners. An extensive exploration program is being planned for these precious metal assets in 2011, along with a strong emphasis on increasing shareholder value and liquidity.

5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6 Reliance of 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

June 28, 2011