

**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 3, 2012

**Item 3 News Release**

The news release was disseminated on January 4, 2012 through the services of the Stockwatch and Market News.

**Item 4 Summary of Material Change**

ALLIANCE MINING CLOSSES PP

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Vancouver, British Columbia - Alliance Mining Corp. (the "Company" or "Alliance") announces that it has closed the first tranche of a non-brokered private placement consisting of 2,800,000 units (the "Units") at a purchase price of \$0.10 per for proceeds of \$280,000.00. Each Unit will consist of one common share and one-half share purchase warrant. Each whole share purchase warrant will entitle the holder to purchase one additional common share in the capital of the Company on or before June 30, 2013, at a purchase price of \$0.15 per share.

The securities issued will be subject to a hold period and may not be sold until April 30, 2011.

Finder's fees of \$20,800 are payable on the Private Placement. Proceeds of the Private Placement will be used for working capital. The Private Placement will be subject to normal regulatory approvals.

*About Alliance:*

*The Company's mission is focused on acquiring and delineating highly prospective mineral properties in central Arizona that have the right host rocks that have bulk tonnage potential that may be delineated by using cash flows from selective mining of the high-grade zones, this may generate substantial earnings for the Company to generate dividends for our shareholders while also increasing share valuation by sustainable resource building, while limiting dilution to shareholders.*

**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**

**January 3, 2012**