

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

Alliance Mining Corp. (the “**Company**”)
823 Gleneagles Drive
Kamloops, BC V2E 1J9
Telephone: 250-319-4793

Item 2 Date of Material Change

State the date of the material change.

January 27, 2012.

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

The news release was disseminated on January 27, 2012 to the TSX Venture Exchange as well as through various other approved public media and was SEDAR filed with the securities commissions of British Columbia and Ontario.

Item 4 Summary of Material Change

Effective as of January 27, 2012, the common shares of the Company will commence trading on the TSX Venture Exchange as a mineral exploration company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Effective as of January 27, 2012, the common shares of the Company will commence trading on the TSX Venture Exchange as a mineral exploration company.

The Company has voluntarily de-listed its common shares from the Canadian National Stock Exchange.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102, state the reasons for such reliance.

Not applicable.

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

No information has been omitted.

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Jan Ross
President and Chief Executive Officer
Telephone: 250-319-4793

Item 9 Date of Report

January 30, 2012