

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Defiance Capital Corp.
1500 – 409 Granville Street
Vancouver, B.C. V6C 1T2

Item 2 Date of Material Change

April 13, 2011

Item 3 News Release

The news release dated April 13, 2011 was issued in Vancouver, BC, and disseminated through Canada Stockwatch and Market News.

Item 4 Summary of Material Change

The Issuer announced that it has increased the price of its private placement announced on March 29, 2011. Defiance will now be issuing 1,250,000 units at a price of \$0.24 per unit for total proceeds of \$300,000. Each unit will consist of one common share and one-half of one share purchase warrant. Each whole warrant will entitle the holder to purchase one common share for a period of two years at a price of \$0.32 per share.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Issuer announced announces that it has increased the price of its private placement announced on March 29, 2011. Defiance will now be issuing 1,250,000 units at a price of \$0.24 per unit for total proceeds of \$300,000. Each unit will consist of one common share and one-half of one share purchase warrant. Each whole warrant will entitle the holder to purchase one common share for a period of two years at a price of \$0.32 per share.

The proceeds of the financing will be used to identify potential future acquisitions and for general working capital purposes. The private placement is subject to TSX Venture Exchange approval.

Defiance Capital Corp. is an exploration company engaged in the acquisition, exploration and development of gold and silver projects in the United States and Latin America.

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5.2 Disclosure for Restructuring Transactions

N/A.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Confidentiality is not requested.

Item 7 **Omitted Information**

No information has been omitted in respect of the material change.

Item 8 **Executive Officer**

Darrell Rader, Director
Tel (778) 330 - 0994

Item 9 **Date of Report**

April 13, 2011