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 15, 2011

Item 3 News Release

The news release dated April 15, 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 closed the non-brokered private placement announced on March 29, 2011, as amended April 13, 2011. The Issuer issued 1,250,000 units at a price of $0.24 per unit for total proceeds of $300,000. Each unit consists 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.

No finder's fees were paid in connection with the closing of the private placement. The securities issued under the offering will be subject to a four month hold period expiring August 16, 2011 in accordance with applicable Canadian securities laws.

The proceeds of the financing will be used to identify potential future acquisitions and for general working capital purposes.

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.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

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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 15, 2011