

**FORM 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

**NUMINE RESOURCES LTD.** (the “Issuer”)  
1575 Kamloops Streett  
Vancouver, BC V5K 3W1  
  
Telephone: (604) 251-6320

**Item 2 Date of Material Change**

July 3, 2009

**Item 3 News Release**

News release dated July 3, 2009 disseminated in Vancouver, British Columbia.

**Item 4 Summary of Material Change**

The Issuer has entered into a letter of intent dated for reference June 19, 2009 (the “**LOI**”) with ViroForce Systems Inc. (“**ViroForce**”) a private technology company incorporated in British Columbia.

**Item 5 Full Description of Material Change**

The Issuer has entered into a letter of intent dated for reference June 19, 2009 (the “**LOI**”) with ViroForce Systems Inc. (“**ViroForce**”) a private technology company incorporated in British Columbia. Under the terms of the LOI, it is proposed, subject to legal and tax analysis, that Numine (and a wholly owned subsidiary to be incorporated) and ViroForce will complete a three-cornered amalgamation under the laws of British Columbia and Numine will acquire all of the issued and outstanding shares of ViroForce (the “**ViroForce Shares**”) from the shareholders of ViroForce in exchange for Numine common shares (the “**Numine Shares**”) on a one for one basis (the “**Proposed Transaction**”). Numine is capital pool company (“**CPC**”) and intends the Proposed Transaction to constitute its Qualifying Transaction under Policy 2.4 of the TSX Venture Exchange (the “**Exchange**”). The Proposed Transaction is not a “non-arm’s length qualifying transaction” within the meaning of Exchange Policy 2.4 and, as such, shareholder approval is not required, unless otherwise required by the Exchange or applicable laws. Additionally, in accordance with the Exchange Policy 2.4, Numine has paid ViroForce a non-refundable deposit of \$25,000 in connection with the Proposed Transaction.

Upon completion of the Proposed Transaction, the number of Numine Shares to be issued to ViroForce will be the number of issued and outstanding ViroForce Shares at closing of the Transaction, such that each ViroForce shareholder will receive one Numine Share for every ViroForce Share held. Currently ViroForce has 6,505,143 common shares

outstanding; however up to a further 1,046,991 ViroForce common shares may be issued on the exercise of ViroForce share purchase warrants and options outstanding. Therefore, up to 7,552,134 Numine Shares may be issued to the ViroForce shareholders under the Proposed Transaction. The parties have agreed to negotiate a definitive agreement setting forth the detailed terms of the Proposed Transaction, which will be subject to receipt of final tax, corporate and securities law advice for Numine and ViroForce and approval of the Exchange.

If the parties determine not to complete the Proposed Transaction pursuant to an amalgamation, they will negotiate a definitive agreement such that the resulting entity (the “**Resulting Issuer**”) has 100% ownership of the assets, agreed liabilities and operations of Numine and ViroForce. It is expected upon completion of the Proposed Transaction, the Resulting Issuer will be listed as a Tier 2 Technology Issuer.

A finder’s fee in Numine Shares, in accordance with the policies of the Exchange, is payable with respect to the Proposed Transaction.

### **About ViroForce Systems Inc.**

ViroForce has developed an innovative and cost-effective solution to the growing and costly problem of disinfecting rooms in long-term health care facilities, hospitals, medical clinics, doctors rooms, hotels, school and human transportation, where dangerous viruses and bacteria are becoming a daily global occurrence. ViroForce’s principal product is an automated mobile unit that uses ambient air to generate ozone and humidity at predetermined thresholds to act as a biocide. The technology offers safe, rapid and chemical-free disinfection of enclosed environments and equipment that are contaminated with harmful viruses or bacteria such as the Norovirus, avian and swine influenza, antibiotic-resistant *Acinetobacter baumannii*, *Clostridium difficile* (“*C difficile*”), and methicillin-resistant *Staphylococcus aureus* (“MRSA”). Many of these organisms have become difficult to control since they acquired resistance to antivirals and antibiotics. Furthermore vaccines specific for each organism take many months to prepare, and may not be that effective. The ViroForce technology is a proven safe, natural and efficient gaseous disinfection method that is effective against all of these pathogenic organisms. Its benefits over traditional chemical disinfectants include a residue-free, quick and uniform decontamination, with the ability to disinfect surfaces, especially soft surfaces that are difficult to reach with liquids or fogging. The proprietary ozone technology is environmentally-friendly, regenerable, and reduces labour and supply costs as compared to conventional chemical methods. ViroForce technology has demonstrated 99.9% or greater killing of virulent microbes on hard and soft surfaces.

Recent independent third party validation studies conducted by an FDA approved microbiology testing laboratory confirmed the efficacy of the ViroForce disinfection technology on both hard and soft surfaces. Their report concluded that following the completion of the “Disinfection Cycle” the technology demonstrated greater than 99.9% reduction of MRSA and the Norovirus surrogate virus (feline calicivirus) on glass slides and fabric placed at floor level and approximately 5-6’ above the floor.

ViroForce's comprehensive portfolio of pending patents in North America, Europe and China have all been published, and are presently being prosecuted to grant. Copies of the published patent applications including proof of filing in these jurisdictions, are available on request.

### **Pathogenic Microbes -The Cost of Infectious Disease**

Highly pathogenic and communicable viruses (Norovirus, Swine flu and SARS), bacteria (*C.Difficile* and MRSA), and fungi (molds), result in billions of dollars of annual economic loss from decreased productivity, illness, litigation, and death.

The continuing emergence of novel pathogenic strains of viruses (such as swine flu) and bacteria threaten the world's population, bringing about dramatic attention to establishing timely and effective measures to prevent catastrophic outbreaks and/or epidemics. In particular, the swine flu pandemic is forecast by the WHO to remain at a high level threat for the next two years. The spread of pathogens threaten many facilities and industries, such as the healthcare sector in the case of *C.Difficile*, MRSA, and swine flu, and in cruise, transportation, and education sectors in the case of Norovirus.

There is presently a worldwide swine flu epidemic which has been rated as a level 6 outbreak or pandemic. The potential problem with the new strain is that it could become more dangerous when the next flu season arrives in the fall. This could provide market opportunities for the sale of ViroForce technology as a unit, and also as a service in numerous additional market segments such as educational facilities, prisons, sports centers, and anywhere where large numbers of people are required to congregate regularly. The ViroForce disinfection technology has both a cost and time advantage over traditional cleaning methods, especially on soft surfaces which liquid disinfectants are difficult to use. The opportunity will also exist for the disinfection of vehicles and trains.

Hazardous molds and fungi are also a major issue in the building remediation industry, and the increased incidence of MRSA, antibiotic-resistant *Acinetobacter*, and pathogenic molds in populations in the US and elsewhere have demonstrated the need for suitable control measures.

Summary financial information for ViroForce will be provided in a subsequent news release.

### **Concurrent Private Placement Financing**

Concurrent with closing of the Proposed Transaction, Numine plans to conduct a concurrent private placement financing of either shares or units (shares and warrants) of Numine, at a price to be negotiated per share or unit, for minimum total proceeds of \$600,000 (the "**Financing**"). Proceeds of the Financing will be used to progress the business of ViroForce.

## **Significant Closing Conditions**

Closing and final acceptance of the Proposed Transaction are subject to the satisfaction of certain conditions, including but not limited to the following:

1. Completion of satisfactory due diligence;
2. Negotiation and execution of the definitive agreement;
3. Completion of sponsorship, if required;
4. Completion of the Financing;
5. Receipt of all necessary consents and approvals; and
6. Satisfaction of the Minimum Listing Requirements of the Exchange and all requirements under the Exchange rules relating to the completion of a Qualifying Transaction.

It is expected that upon completion of the Proposed Transaction and subject to regulatory approval, the Resulting Issuer will be named “ViroForce Systems Inc.”

## **Management**

The names, backgrounds and proposed insider positions of the persons who are expected to be the directors and executive officers of the Resulting Issuer are set forth below. All of the current directors of Numine will resign except for Navin Varshney, who will resign as Chief Executive Officer but remain as a director of the Resulting Issuer.

*Nigel Boast*, Chairman, President, and Chief Executive Officer

BSc. (zoology/biochemistry), LLB. University of Natal: MBA. Australian Graduate School of Business, University of New South Wales, Sydney, Australia: Attorney and Conveyancer, Trade Mark Attorney, High Court of South Africa: Mr. Boast is the owner of Growth Builders Ltd., a management consulting company, specializing sales and marketing, growth and finance strategies in advanced technology. He has been the de facto CEO since ViroForce’s formation and the driving force behind the original idea to the advanced prototypes successfully operating in the field. He was also responsible for the technical project management resulting in the research and development of the ViroForce technology to date and is a founder and is a major shareholder of ViroForce. He has over 25 years experience in the successful sales and marketing development and management of small to medium companies including technology companies.

*Dr. James Hudson*, Chief Scientific Officer and Director.

Dr. Hudson is considered to be one of the foremost virologists in Western Canada. His experience includes researching viruses with humans, animals, fish and invertebrates; naturally occurring anti-viral and anti-microbial substances; molecular approaches to elucidating mechanisms of action of herbal medicines; as well as several collaborative projects with Institutes in developing countries in Africa and Asia. His career in academia included Assistant Professor, University of British Columbia (UBC); Department of

Microbiology; Associate Professor, UBC; Department of Microbiology; Professor, UBC; Department of Pathology; and is currently Professor Emeritus at UBC. During his career he also worked at the University of Western Australia, Perth, and Department of Microbiology. His published papers and books include the Book of Antiviral Compounds from Plants, various invited book chapters as well as papers in over 130 publications in peer-reviewed journals. Degrees he has earned include a B.Sc. (Chemistry / Physiology), M.Sc. (Biochemistry), Ph.D. (Molecular biology) and Post-doctoral Fellow. He is also a significant shareholder of ViroForce and was the scientist that discovered the relationship between critical levels of ozone in conjunction with humidity levels for efficiently killing pathogens at these different levels. This work was undertaken by Dr. Hudson and his associates in the ViroForce laboratory over the preceding years.

*Valerie Helsing, Chief Financial Officer*

Valerie Helsing obtained a Bachelor of Arts degree in Economics and Commerce from Simon Fraser University in British Columbia in 1979, a Certified Management Accountant (CMA) designation from the Certified Management Accountants Society of British Columbia in 1996 and a Certified Public Accountant (CPA) designation from the State of California Board of Accountancy in 2001. Ms. Helsing was SEC Financial Reporting Advisor for DaCosta Management Corporation in Vancouver, British Columbia from September 2003 to June 2009, where she managed a diverse group of reporting companies including, Brek Energy Corp., Bullion River Gold Corp., Makeup.com Ltd., Red Metal Resources, Ltd., GlobeTrac Inc. and Rock City Energy Corp. Between April 2000 and September 2003, Ms. Helsing assisted a group of private companies with complex tax matters. From November 1997 to March 2000, she was Senior Manager with BDO Seidman, LLP in Los Angeles, California where she specialized in SEC reporting companies. From 1984 to 1997, Ms. Helsing was Senior Manager at BDO Dunwoody, LLP in Vancouver British Columbia, where she specialized in Canadian and SEC reporting Companies. Between 1984 and 1997, she held the position of director and chief financial officer for Joval Construction Limited, Northwest Pacific Construction Limited and Dundarave Winemaking Company Limited.

*Peter Chen, Director*

Mr. Chen obtained a diploma in Accounting from Douglas College in 1993. From November 2000 to October 2003, Mr. Chen was the Chief Financial Officer of Prospect Point Exploration & Management Services Ltd., a private company that provides mineral exploration consulting services. He was the President of Canadian Mineral Exploration Managing Consultants Inc., a private company that provides mineral exploration services to publicly listed companies that have projects in North America, South America, Africa and South East Asia, from January 1997 to January 2000 and Chief Financial Officer from February 1994 to January 2000. Mr. Chen is a founding shareholder and director of Duft Biotech Capital Ltd. which was created in May 2000. Mr. Chen is a Director and Secretary of ALDA Pharmaceuticals Corp. a company listed on the Exchange, from May 2000 to present.

*Navin Varshney, Director*

Mr. Varshney is currently the Chief Executive Officer and a director of Numine. He is also a director of Jaxon Minerals Inc., an Exchange-listed mineral exploration company. Mr. Varshney is the President of N.K.V. Engineering & Consulting Ltd., a private

company involved in providing structural and geotechnical engineering services on residential projects for the last 18 years. Mr. Varshney obtained his Bachelor of Science degree in Engineering in 1982 from the Aligarh Muslim University in India. Mr. Varshney has a P. Eng designation from the Association of Professional Engineers & Geoscientists of British Columbia.

*Benjamin Leboe, Director*

Mr. Benjamin Leboe was appointed as Uranerz Energy Corporation's Chief Financial Officer on May 23, 2006 and acted as its Corporate Secretary from October 2006 to December 2007. Mr. Leboe was a senior consultant, management consulting of the Business Development Bank of Canada, from January 2005 to February 2006. Previously, Mr. Leboe was president, secretary, treasurer, principal financial and accounting officer and a director of Asia Payment Systems Inc. (now Cardtrend International Inc.), a United States and Hong Kong based company engaged in payment processing services and related applications from June 1998 to January 2005. Concurrently, from January 2003 to January 2005, Mr. Leboe was the chief financial officer of C-Chip Technologies Inc. (now Anensys Corporation), a Montreal based corporation developing high-tech products and services for security and risk mitigation activities. Mr. Leboe has been the principal of Independent Management Consultants of British Columbia from 1990 to date. Concurrently, Mr. Leboe was previously vice-president and chief financial officer of VECW Industries Ltd. from 1990 to 1993, and a partner of KPMG Consulting from 1978 to 1990. Mr. Leboe received his Bachelor of Commerce degree from the University of British Columbia. Mr. Leboe is a chartered accountant and a certified management consultant in the Province of British Columbia.

*Dr. Terrance Owen, Director*

Dr. Owen obtained a Bachelor of Science (with honours) in Biology from the University of Victoria in 1968, a Masters degree in Biology from the University of New Brunswick in 1970, a Ph.D. in Zoology from the University of British Columbia in 1974 and a Masters in Business Administration from Simon Fraser University, British Columbia in 1991. From December 1980, until April 2002, Dr. Owen was the President of Helix Biotech, a biotechnology laboratory providing DNA identity testing services for paternity, immigration and forensic cases. He founded Duft Biotech Capital Ltd. in May 2000 as a Capital Pool Company. In November 2003, Duft completed its Qualifying Transaction and was renamed ALDA Pharmaceuticals Corp. Dr. Owen's previous experience with public companies includes: President and a Director of Helix BioPharma Corp. from July 1995 to June 1998, International Helix Biotechnologies Inc. from October 1993 to June 1995 and Helix Biotech Corporation from September 1987 to October 1993.

### **Sponsorship**

Sponsorship of a Qualifying Transaction of a CPC is required by the Exchange unless exempt in accordance with Exchange policies. If required, Numine will retain a qualified sponsor to act as Sponsor of the Qualifying Transaction in accordance with Exchange Policies 2.2 and 2.4.

### **Trading Halt**

In accordance with Exchange Policies, Numine's Shares are currently halted from trading and will remain so until the documentation required by the Exchange for the Proposed Transaction can be provided to the Exchange. The Numine Shares may remain halted until completion of the Proposed Transaction.

For further information, please contact:

**Numine Resources Ltd.**

Navin Varshney, Chief Executive Officer

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Facsimile: (604) 251-6320

**ViroForce Systems Inc.**

Nigel Boast, Chairman, President, Chief Executive Officer

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*Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative. The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.*

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

**Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8 Executive Officer**

Inquiries in respect of the material change referred to herein may be made to:

Mr. Navin Varshney  
Chief Executive Officer

Numine Resources Ltd.  
Telephone: (604) 251-6320

**DATED** this 3<sup>rd</sup> day of July, 2009.