Form 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company**

   Vega Mining Inc.
   Suite 430-609 Granville Street
   Vancouver, British Columbia V7Y 1G5

2. **Date of Material Change**

   December 17, 2013

3. **Press Release**

   The Press Release dated December 17, 2013 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

   The Company announces the granting of incentive stock options to its directors, officers, consultants, and employees to purchase in the aggregate of 240,000 common shares in the capital stock of the company, subject to regulatory approval, exercisable for a period of five years, at a price of $0.07 per share.

   The Company further announces that Charles Desjardins will be assuming the position of Chairman of the Board. .

5. **Full Description of Material Change**

   See attached press release dated December 17, 2013.

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

   Not Applicable

7. **Omitted Information**

   Not Applicable

8. **Executive Officer**

   Archie Boyce, President

   (604) 683-5445

9. **Date of Report**

   December 18, 2013

Schedule "A"

December 17, 2013: Vega Mining Inc. (Vega) (TSX-V symbol: VMI) announces that pursuant to its stock option plan, the Company has granted incentive stock options to its directors, officers, consultants, and employees to purchase in the aggregate of 240,000 common shares in the capital stock of the company, subject to regulatory approval, exercisable for a period of five years, at a price of $0.07 per share.

The Company further announces that Charles Desjardins will be assuming the position of Chairman of the Board.

In early 2014, the Company expects to initiate work on its wholly owned Canadian graphite properties as well as investigate other opportunities that could enhance shareholder value.

Vega Mining Inc. Inc. (TSX-V symbol: VMI) is a Canadian junior exploration company focused on discovering gold and graphite deposits in politically safe jurisdictions.

For additional information please contact:
Archie Boyce: info@vegamininginc.com
Telephone: (604) 683 5445 or visit www.vegamininginc.com

On behalf of the board of
VEGA MINING INC.

"Archie Boyce"

Archie Boyce
President

Cautionary note:
This report contains forward looking statements. Resource estimates, unless specifically noted, are considered speculative. Any and all other resource or reserve estimates are historical in nature, and should not be relied upon. The production rate and mine-life projections have been made without support of a feasibility study, there is no certainty the proposed operations will be economically viable. By their nature, forward looking statements involve risk and uncertainties because they relate to events and depend on factors that will or may occur in the future. Actual results may vary depending upon exploration activities, industry production, commodity demand and pricing, currency exchange rates, and, but not limited to, general economic factors. Cautionary Note to US investors: The U.S. Securities and Exchange Commission specifically prohibits the use of certain terms, such as "reserves" unless such figures are based upon actual production or formation tests and can be shown to be economically and legally producible

.