

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

1. Name and Address of Company:

Josephine Mining Corp.  
400 S. Jefferson, Suite 202  
Spokane, WA  
99204

2. Date of Material Change:

November 3, 2011

3. News Release:

A press release reporting the material change was issued on November 3, 2011 via Marketwire.

4. Summary of Material Change:

The Corporation announced that Mr. James T. O'Neil Jr., CMA, has been appointed to its Board of Directors, subject to regulatory approval.

5. Full Description of Material Changes:

The Corporation announced that Mr. James T. O'Neil Jr., CMA, has been appointed to its Board of Directors, subject to regulatory approval.

Currently Mr. O'Neil is CFO and COO of Jipangu International and subsidiaries which is a Denver, Colorado-based metal and quarrying multinational company, exploiting mineral resources and conducting research. Notably, he was previously Vice President-Finance, Controller and Treasurer at Apollo Gold Corporation which was also located in Denver.

Mr. O'Neil graduated from Arizona State University with both a Bachelor's of Science and a Master's of Business Administration and is a Certified Management Accountant (CMA).

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

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

For further information, please contact:

Robert L. Russell, President  
Telephone: (509)343-1215

9. Date of Report:

November 4, 2011