

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:

December 7, 2011

3. News Release:

A press release reporting the material change was issued on December 7, 2011 via Marketwire.

4. Summary of Material Change:

The Corporation announced a project update on the Turner Gold Project.

Significant results include:

- **Purchase and option of surface and mineral rights to adjacent properties, increasing the land package from the existing 264 acres to approximately 1,100 contiguous acres.**

5. Full Description of Material Changes:

The Corporation announced a project update on the Turner Gold Project. The Company continues to progress with further assaying of 5 additional drill holes completed in this summer's diamond drill program at its Turner Gold Project in O'Brien, Oregon and wishes to report a significant increase in acreage at the Turner Gold Project for exploration, permitting and project development.

Significant results include:

- **Final Gold, Silver, Copper and Zinc assays for the remaining holes are in-process. Results expected within the month.**
- **Purchase and option of surface and mineral rights to adjacent properties, increasing the land package from the existing 264 acres to approximately 1,100 contiguous acres.**

Increase in Land Position

Having significant confidence in the Turner Gold Project and moving forward on its plan to fast-track the development and permitting of the mine, the Company has acquired land and option agreements, resulting in a significantly larger land package at Turner Gold. As shown

in Figure 1 and Table 1 below, since March 2011 JMC has directly purchased 40 private acres to the west, adjacent to the original Turner Gold Project boundary, guaranteeing road access and development property for the project. Additionally, to the East of the original property, JMC has purchased full oil, gas, and mineral rights to more than 390 acres and entered into an option to purchase the surface property of 333.7 timbered acres. The option to purchase agreement contains no residual royalties and does provide additional road access to the east portion of the Turner Gold property. On the newly acquired and optioned property, the agreement allows full access for additional mineral exploration drilling and development-related exploration and permitting. Between the two large land blocks, JMC has staked 22 federal unpatented claims, representing approximately 452 additional acres creating a continuous land package in excess of approximately 1,090 acres, more than tripling the Turner Gold Project acreage. The original 60 acres from 3 patented load claims, 204.55 acres of private property, and 3 unpatented claims are the subject of the existing option to purchase agreement with General Moly, Inc.

In reference to the 43-101 compliant Preliminary Economic Assessment, Robert L. Russell, President and CEO stated “We continue to be very enthusiastic about progressing this project toward a 1,250 tpd underground mine as rapidly as possible”.

Table 1: JMC Property	
Original Property	Est. acreage
3 Turner Gold Patented Claims	60 acres
Turner Gold Private Property	204.6 acres
3 Turner Gold Fed Unpat Claims	50 acres
2011 JMC aquired properties	Est. acreage
Property purchased (Dorsett)	40 acres
22 Fed Unpatented Claims	452 acres
Mineral Purchase and Surface Option	333.7 acres

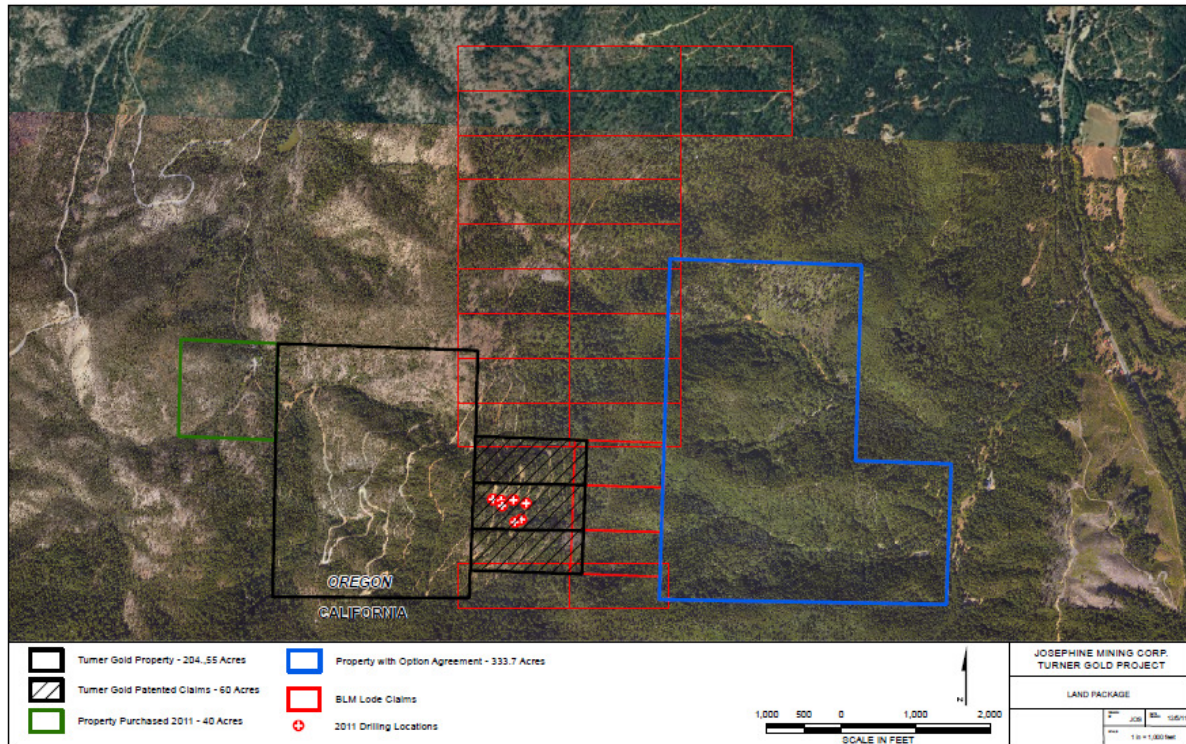


Figure 1 Map of Turner Gold Project showing land position and drill holes

Additional results:

As posted in earlier JMC press releases (June 3rd, Sept. 9th, Sept. 29th and Oct. 6th, 2011), the proposed drilling program and its results have shown drill intercept grades of high value for the Turner Gold program. As discussed in the NI 43-101 report titled “Turner Gold Resource and Preliminary Economic Assessment,” as revised on May 17, 2010, the drilling “...will provide information for a broad range of topics at Turner in addition to geology and assay information... The intended goal of the drill program is to improve the classification of a portion of the mineral resource, as well as increase the total resource tonnage...”

JMC is awaiting the results of hundreds of remaining assays from the last six diamond drill holes drilled during the successful 2011 exploration campaign. The Company looks forward to reporting the assay results as soon as they become available.

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:

December 9, 2011