

**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:

April 4, 2012

3. News Release:

A press release reporting the material change was issued on April 4, 2012 via Marketwire.

4. Summary of Material Change:

The Corporation announced that Mr. R. Llee Chapman has resigned as a Director and as Chief Financial Officer of the Company. The Company has appointed Michelle Carbon to serve as the Interim CFO and assume all responsibilities overseeing the Company's financial operations.

5. Full Description of Material Change:

The Corporation announced that Mr. R. Llee Chapman has resigned as a Director and as Chief Financial Officer of the Company. The remaining Board members thank Mr. Chapman for his participation on the Board and for his contributions to the Company's development. The Company has appointed Michelle Carbon to serve as the Interim CFO and assume all responsibilities overseeing the Company's financial operations.

Michelle Carbon has a Master of Accountancy degree as well as a Jurisdoctor degree and is a member of the Washington State Bar Association. She has experience with publically traded companies in the mining industry, particularly in the areas of accounting, finance and legal issues.

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:

April 4, 2012