

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company:

Josephine Mining Corp.
601 West Main Avenue, Suite 600
Spokane, WA
99201

2. Date of Material Change:

December 3, 2012

3. News Release:

A press release reporting the material change was issued on December 3, 2012 via Stockwatch.

4. Summary of Material Change:

The Corporation announced that it has successfully negotiated and agreed to a revised purchase option schedule with General Moly Inc. in respect to its Turner Gold Project in Oregon.

The Corporation also announced that it will, subject to regulatory approval, complete the issuance of up to \$525,000 in convertible notes.

5. Full Description of Material Change:

The Corporation announced that it has successfully negotiated and agreed to a revised purchase option schedule with General Moly Inc. in respect to its Turner Gold Project in Oregon. In consideration of a \$400,000 payment made on November 30, 2012, a final payment of \$1,000,000 is now not due until June 1, 2013. "This amended option schedule allows the Company to take some time to properly evaluate the best way available to fund the balance of this advanced-stage gold & copper project." stated Robert L. Russell, President and CEO of JMC.

The Company will, subject to regulatory approval, complete the issuance of up to \$525,000 in convertible notes. These notes are secured, convertible into common share units at a conversion rate of \$0.08 per unit. Each unit consists of one (1) common share and one (1) warrant entitling the holder to subscribe for one additional share for \$0.10 for 2 years. In addition 1,050,000 common shares and 525,000 warrants on the same terms will be issued as additional compensation. All securities issued in respect hereof shall be subject to a 4 month trading restriction.

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 3, 2012