

**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:**

March 28, 2013

**3. News Release:**

A press release reporting the material change was issued on March 28, 2013 via Stockwatch.

**4. Summary of Material Change:**

The Corporation announced that it has, subject to regulatory approval, entered into an arms-length agreement to acquire the White Caps / Manhattan property in Nevada in exchange for 5 million treasury shares at a deemed issue price of \$0.10 per share. The Company anticipates closing this acquisition by the end of April, 2013.

**5. Full Description of Material Change:**

The Corporation announced that it has, subject to regulatory approval, entered into an arms-length agreement to acquire the White Caps / Manhattan property (the "Property") in Nevada in exchange for 5 million treasury shares at a deemed issue price of \$0.10 per share. The Company anticipates closing this acquisition by the end of April, 2013.

The Property consists of 28 patented claims and 203 unpatented claims on trend with Round Mountain and just east of the former Echo Bay Manhattan historic mines. The Property operated as a gold mine from 1905 to 1954. Historical estimates, which the Company believe to be accurate, show approximately 150,000 ounces of gold production until a fire closed the mine.

**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 3, 2013