

**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:**

April 21, 2014

**3. News Release:**

A press release reporting the material change was issued on April 21, 2014 via Stockwatch.

**4. Summary of Material Change:**

The Corporation announced that Andrew J. Russell resigned as a Director of the Corporation effective Friday, April 11, 2014.

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

The Corporation announced that Andrew J. Russell resigned as a Director of the Corporation effective Friday, April 11, 2014.

**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 22, 2014