

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Green Park Capital Corp. (the “Company”)
Suite 900 – 595 Howe Street
Vancouver, BC V6C 2T5

Item 2 Date of Material Change

January 17, 2011

Item 3 News Release

The Company’s news release was disseminated on January 17, 2011

Item 4 Summary of Material Change

In connection with the Company’s proposed qualifying transaction with Josephine Mining Corp. (“Josephine”), Canaccord Genuity Corp. (“Canaccord”) will join Union Securities Ltd. (“Union”) as co-Agent (the “Agents”) who will work together as lead managers and for Josephine in a proposed financing by way of a private placement

Item 5.1 Full Description of Material Change

The Company announces, further to its news release of August 24, 2010, in connection with the proposed qualifying transaction with Josephine Mining Corp. (“Josephine”), Canaccord Genuity Corp. (“Canaccord”) will join Union Securities Ltd. (“Union”) as co-Agent (the “Agents”) who will work together as lead managers and for Josephine in a proposed financing by way of a private placement, on a best efforts agency basis, of a minimum 10.0 million units (the “Units”) to a maximum 14.0 million Units of Josephine at a price per Unit of C\$0.50 (the “Issue Price”) for minimum aggregate gross proceeds to Josephine of C\$5.0 million and maximum aggregate gross proceeds to Josephine of C\$7.0 million (the “Offering”).

The Offering will be conducted in conjunction with the proposed qualifying transaction of Green Park whereby Green Park will acquire all of the issued and outstanding securities of Josephine (the “QT”) by way of share exchange pursuant to which the Units shall be automatically exchanged, on a one for one basis, for units (the “Resulting Issuer Units”) of Green Park, the resulting issuer (the “Resulting Issuer”). Each Unit will consist of one common share in the capital of Josephine (a “Common Share”) and one half of one transferable common share purchase warrant (each whole purchase warrant, a “Warrant”). Each Warrant will entitle the holder to acquire one common share (a “Warrant Share”) at a price per Warrant Share of C\$0.75 for a period of 24 months from the closing date of the transaction. The Units shall be automatically exchanged, on a one for one basis, for the Resulting Issuer Units immediately upon the completion of the concurrent QT. The Resulting Issuer Units shall have the same attributes as the Units.

Josephine has granted the Agents an over-allotment option (the “Greenshoe”) to purchase up to an additional C\$2.0 million at a price equal to the Issue Price. If exercised, such Greenshoe must be executed within five business days of the closing date of the transaction and completed within 10 business days of the closing date of the transaction.

In connection with the Offering, Josephine has agreed to pay a cash fee to the Agents in the amount of 7% of the gross proceeds received from the issue, except for the proceeds raised with respect to the subscription by a certain institutional investor (the “Investor”), in which case the commission will be reduced to 2% of the proceeds raised from such Investor, and sale of Units and the issuance of compensation options of Josephine (the “Agent’s Options”) entitling the Agents to purchase that number of Units (the “Agent’s Units”) equal to 7% of the aggregate number of Units issued and sold by Josephine pursuant to the Offering, except with respect to the number of Units sold to the Investor, in which case the number of Agent’s Options will be reduced to 2% of the number of Units sold to such Investor.

The Agent’s Units will be exercisable at a price of \$0.50 per share for a period of 24 months from the closing date of the transaction. The Agent’s Options shall be automatically exchanged, on a one for one basis, for compensation options of the Resulting Issuer (the “Resulting Issuer Agent’s Options”) immediately upon completion of the QT. The Resulting Issuer Agent’s Options shall have the same attributes as the Agent’s Options.

Closing of the Offering is scheduled for January 31, 2011 and is subject to customary conditions including TSX Venture Exchange (“TSX-V”) approval.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Anthony Dutton at (604) 689 1515 ext 111

Item 9 Date of Report

January 17, 2011