

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:

March 25, 2011

3. News Release:

A press release reporting the material change was issued on March 25, 2011 via Marketwire.

4. Summary of Material Change:

The Corporation announced that it has closed its qualifying transaction (the “**Transaction**”) with 0854742 B.C. Ltd. (formerly Josephine Mining Corp.) (“**0854**”) that was initially announced in a news release on March 31, 2010, and more particularly described in its filing statement dated October 8, 2010 (the “**Filing Statement**”) and supplementary news releases dated August 24, 2010 and January 17, 2011. In connection with the Transaction, the Company has changed its name to Josephine Mining Corp. As a result of the completion of the Transaction, the Company has ceased to be a Capital Pool Company as defined in the policies of the TSX Venture Exchange (the “**TSXV**”), and will graduate from NEX to the TSXV. As part of the Transaction the Company has effected a share consolidation of its fully paid and issued common shares on a ratio of one post-consolidation common share for every five pre-consolidation common shares prior to the Amalgamation and the 0854 Private Placement (both described below). Shareholders are required to exchange their share certificates representing pre-consolidation common shares for new share certificates representing post-consolidation common shares.

The Company has entered into an amalgamation agreement (the “**Agreement**”) with its wholly owned subsidiary 0890810 B.C. Ltd. (“**0890**”) and 0854 dated March 24, 2011 whereby 0854 and 0890 amalgamated (the “**Amalgamation**”) with 0890 remaining as the successor entity and a wholly-owned subsidiary (the “**Subsidiary**”) of the Company.

In connection with the Transaction and prior to the Amalgamation and share exchange, 0854 completed a brokered private placement (the “**0854 Private Placement**”) of 14,000,000 units (“**0854 Units**”) at \$0.50 per 0854 Unit for gross proceeds of \$7,000,000. Each 0854 Unit consists of one 0854 Share and one-half of one common share purchase warrant (the “**0854 Warrant**”).

The Company has appointed Robert L. Russell as President, Chief Executive Officer and Board Chairman, R. Llee Chapman as Chief Financial Officer, Secretary and director, and Andrew J. Russell as a director. Anthony Dutton will remain a director of the Company.

The Company has also accepted the resignation of Dal Brynelsen, Donald Padgett, Malcolm Burke and Steven Mantel as directors of the Company.

The Company has also agreed to issue a total of 2,200,000 options to officers, employees, directors and consultants pursuant to its incentive stock option plan, exercisable at \$0.50 per share for a term of 5 years. These options vest over 2 years.

The Company is expected to commence trading as a Tier 2 Mining Issuer on the TSXV at the opening of the market on Tuesday March 29, 2011. The trading symbol of the Company will be changed from "GRP.H" to "JMC".

5. Full Description of Material Changes:

The Corporation announced that it has closed its qualifying transaction (the "**Transaction**") with 0854742 B.C. Ltd. (formerly Josephine Mining Corp.) ("**0854**") that was initially announced in a news release on March 31, 2010, and more particularly described in its filing statement dated October 8, 2010 (the "**Filing Statement**") and supplementary news releases dated August 24, 2010 and January 17, 2011. In connection with the Transaction, the Company has changed its name to Josephine Mining Corp. As a result of the completion of the Transaction, the Company has ceased to be a Capital Pool Company as defined in the policies of the TSX Venture Exchange (the "**TSXV**"), and will graduate from NEX to the TSXV. As part of the Transaction the Company has effected a share consolidation of its fully paid and issued common shares on a ratio of one post-consolidation common share for every five pre-consolidation common shares prior to the Amalgamation and the 0854 Private Placement (both described below). Shareholders are required to exchange their share certificates representing pre-consolidation common shares for new share certificates representing post-consolidation common shares. Accordingly, the Company is in the process of mailing a Letter of Transmittal to shareholders.

The Company has entered into an amalgamation agreement (the "**Agreement**") with its wholly owned subsidiary 0890810 B.C. Ltd. ("**0890**") and 0854 dated March 24, 2011 whereby 0854 and 0890 amalgamated (the "**Amalgamation**") with 0890 remaining as the successor entity and a wholly-owned subsidiary (the "**Subsidiary**") of the Company. Pursuant to the Agreement and prior to the Amalgamation, the Company acquired all of the issued and outstanding securities of 0854 by way of share exchange on a one for one basis. The issued and outstanding 0854 common shares ("**0854 Shares**") have been exchanged, on a one for one basis, for the Resulting Issuer common shares ("**Shares**"). In addition, 10,500,000 finder's warrants of 0854 ("**0854 Finders Warrants**") have been automatically exchanged, on a one for one basis, for the Resulting Issuer finders warrants ("**Resulting Issuer Finder's Warrants**"). The Resulting Issuer Finder's Warrants have the same attributes as the 0854 Finder's Warrants.

The Subsidiary has the right to acquire a 100% interest in three patented mining claims covering approximately 60 acres and certain contiguous private lands known as the Turner Gold Property (the “**Turner Gold Property**”) located in southern Josephine County, Oregon. Pursuant to the Agreement, the Company will hold the right to acquire a 100% interest in the Turner Gold Property through its Subsidiary.

In connection with the Transaction and prior to the Amalgamation and share exchange, 0854 completed a brokered private placement (the “**0854 Private Placement**”) of 14,000,000 units (“**0854 Units**”) at \$0.50 per 0854 Unit for gross proceeds of \$7,000,000. Each 0854 Unit consists of one 0854 Share and one-half of one common share purchase warrant (the “**0854 Warrant**”). One whole 0854 Warrant entitles the holder to purchase one 0854 Share at an exercise price of \$0.75 until March 24, 2013. Pursuant to the Agreement, the 0854 Units have been exchanged, on a one for one basis for the Resulting Issuer units (“**Resulting Issuer Units**”). The Resulting Issuer Units have the same attributes as the 0854 Units. Each Resulting Issuer Unit consists of one Share and one-half of one common share purchase warrant (“**Warrant**”). Canaccord Genuity Corp. (the “**Agent**”) received a cash commission in connection with the 0854 Private Placement of \$428,750 and 735,000 Agent’s options which are convertible into 735,000 Agent’s units (the “**Agent’s Units**”). Pursuant to the Agreement, each Agent’s Unit is convertible into one Resulting Issuer Unit. In addition, the Agent will receive a corporate finance fee in the amount of 75,000 corporate finance units (“**Corporate Finance Units**”) with each Corporate Finance Unit comprised of one Share and one-half of one Warrant. The Shares, Warrants, the securities under the Agent’s Units and the Corporate Finance Units are not subject to any hold periods. The proceeds from the 0854 Private Placement are expected to be put towards costs relating to the acquisition of the Turner Gold Property described in the Filing Statement and general working capital.

The Company has appointed Robert L. Russell as President, Chief Executive Officer and Board Chairman, R. Llee Chapman as Chief Financial Officer, Secretary and director, and Andrew J. Russell as a director. Anthony Dutton will remain a director of the Company. Summaries of the biographies for all of the directors and executive management of the Company are set out in the Filing Statement, which is available on SEDAR at www.sedar.com.

The Company has also accepted the resignation of Dal Brynelsen, Donald Padgett, Malcolm Burke and Steven Mantel as directors of the Company. The Company would like to thank Messrs. Brynelsen, Padgett, Burke and Mantel for their services.

The Company has also agreed to issue a total of 2,200,000 options to officers, employees, directors and consultants pursuant to its incentive stock option plan, exercisable at \$0.50 per share for a term of 5 years. These options vest over 2 years.

The Company is expected to commence trading as a Tier 2 Mining Issuer on the TSXV at the opening of the market on Tuesday March 29, 2011. The trading symbol of the Company will be changed from “GRP.H” to “JMC”.

As a result of the completion of the Transaction, the Company will now be engaged in the exploration and development of prospective mineral properties, including the Turner Gold Property. It currently has working capital of approximately \$6,200,000 and 24,500,010 common shares issued and outstanding (44,605,010 on a fully diluted basis.)

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

Not applicable.

6. Omitted Information:

Not applicable.

7. Executive Officer:

For further information, please contact:

Andrew Russell, Director
Telephone: (509)343-1215

8. Date of Report:

March 25, 2011