

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:

June 3, 2011

3. News Release:

A press release reporting the material change was issued on June 3, 2011 via Marketwire.

4. Summary of Material Change:

Robert L. Russell, President and CEO of Josephine Mining Corp. ("Josephine" or the "Company") announced that the Company has intercepted zones of sulfide mineralization as part of the Company's current in-fill drill program (see press release dated May 10, 2011).

5. Full Description of Material Changes:

Robert L. Russell, President and CEO of Josephine Mining Corp. ("Josephine" or the "Company") announced that the Company has intercepted zones of sulfide mineralization as part of the Company's current in-fill drill program (see press release dated May 10, 2011). "With our drilling permits in-hand and the drill turning, we have intercepted two zones of sulfides in the first drill hole. We eagerly await further drill hole data and initial assays results."

Subsequent to receiving an exploration permit from the State of Oregon the Company is nearing completion of the first of a planned 12-hole drill program. This initial 1,200 ft diamond drill hole (TJM-69) has intercepted two significant layers of massive sulfides starting at a depth of 256 ft. The intercept extends through 709 ft of depth, representing over 450 ft of massive and semi-massive sulfide which is likely connected to the layer zone denoted in the Company's NI 43-101 report on the property (see www.sedar.com) as the MUZ – Main Upper Zone. Additionally, the drilling results show an intercept of the sulfides in the lower layer (MLZ-Main Lower Zone) at 960 ft and the drilling is currently in sulfides at the time of this release. The geological team is currently logging, splitting and prepping the core for assay and mill testing. The massive sulfide mineralization has been visually identified as pyrite, sphalerite and chalcopyrite, with assays to commence shortly. Results will be published in future press releases.

The intended goal of the drill program is to improve the classification of a portion of the mineral resource, as well as increase the total resource tonnage. The mineral resource is a Cyprus-type ophiolite-hosted volcanogenic massive sulfide (VMS) gold, copper & zinc deposit. Investors may look forward to further updates on the Turner Gold Project as management remains committed to maximizing shareholder value through a focused development and acquisition plan. .

The Term Volcanogenic Massive Sulfides (VMS) implies mineralization which has a high content of sulfide minerals including pyrite and other iron sulfide minerals as well as base metal sulfides such as copper, zinc and lead sulfides. The term VMS implies active mineralization, but does not imply that ore grade will be indicated in final assays.

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:

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

9. Date of Report:

June 6, 2011