

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Josephine Mining Corp.
50 Howe St 20th Floor
Vancouver, BC V6C 3R

2. Date of Material Change

January 29, 2019

3. News Release

A news release was disseminated through Stockwatch on April 9, 2019.

4. Summary of Material Change

On April 9, 2019 Josephine Mining Corp. ("**JMC**") announced the appointment of a new board of directors and new officers.

5. Full Description of Material Change

JMC announces that James T. O'Neil ceased to be a director of JMC on September 1, 2016, that Matthew J. Colbert ceased to be Chief Financial Officer of JMC on May 4, 2015 and that Robert L. Russell ceased to be a director, President and Chief Executive Officer of JMC on January 29, 2019. On January 29, 2019, Richard Buzbuzian, Tony Di Benedetto and Danny Gravelle were appointed to the board of directors, and Richard Buzbuzian was appointed as the President, Chief Executive Officer and Chief Financial Officer of JMC.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102

7. Omitted Information

No information has been omitted on the basis that it is confidential information.

8. Executive Officer

Richard Buzbuzian, the President and Chief Executive Officer of JMC is knowledgeable about the material change and the Report and may be reached at 647 501 3290.

9. Date of Report

April 9, 2019