

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and address of the Company

Diamond Frank Exploration Inc. ("**Diamond Frank**")
255 Curé Labelle Blvd., Suite 204
Laval, Québec
H7L 2Z9

Item 2 Date of material change

December 8, 2011

Item 3 News release

The press release was distributed on December 8, 2011.

Item 4 Summary of material change

Closing of a private placement totalling \$444,000.

Item 5 Full description of material change

Diamond Frank announced the closing of a non-brokered private placement for a total gross proceeds of \$444,000 (the "**Placement**"). In connection with the Placement, Diamond Frank issued a total of 444 units (the "**Units**") at a price of \$1,000 per Unit.

The Placement is comprised of 3,552,000 flow-through common shares at a price of \$0.10 per share, 1,479,852 common shares at a price of \$0.06 per share and 1,479,852 subscription warrants. Each warrant grants its holder the right to purchase one (1) common share of Diamond Frank at the price of \$0.15 per share for a period of 12 months following the closing date or expiring on the 20th day after a press release announcing the terms of early expiry of the warrants is published by Diamond Frank, providing that the closing price of Diamond Frank's shares exceeds \$0.20 per share for a period of 5 consecutive trading days following the four-month-and-one-day period following the closing date.

In connection with the Placement, three insiders of Diamond Frank have subscribed for aggregate proceeds of \$22,000.

Under the Placement, Diamond Frank will pay a cash commission of \$6,600.

Under applicable securities laws and TSX Venture Exchange policy, the securities issued under this Placement will be subject to a four-month and one day hold period expiring on April 9, 2012.

The proceeds of the Placement will be used to finance Diamond Frank's exploration work on its properties and for general working capital.

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

N/A

Item 7 **Omitted Information**

None

Item 8 **Executive Officer**

David Mc Donald
President and Chief Executive Officer
Telephone: 450-622-4066, ext. 203

Item 9 **Date of Report**

December 16, 2011.