

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

Iron South Mining Corp. (the "Issuer")  
#709 - 837 West Hastings Street  
Vancouver, BC V6C 3N6  
Phone: (604) 687-1828

**2. Date of Material Change**

December 22, 2014

**3. Press Release**

The press releases were released on December 22, 2014 through various approved public media and filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions.

**4. Summary of Material Change(s)**

The following is a summary of the nature and substance of the material changes:

- (a) The Issuer has received approval by the TSX Venture Exchange and the Company's shareholders for the consolidation of the Company's issued and outstanding common shares on the basis of three (3) pre-consolidation shares for one (1) post-consolidation share (the "Consolidation"), effective at the opening of trading on December 22, 2014; and
- (b) The Issuer announced a correction to its news release issued December 22, 2014, to correct the number of post-consolidation shares issued and outstanding. The corrected number of the post-consolidated common shares is 8,171,525 common shares.

**5. Full Description of Material Change**

See attached Exhibits "A" and "B"

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

Not Applicable

**7. Omitted Information**

Not Applicable

**8. Executive Officer**

Nikolaos Cacos, President and Chief Executive Officer  
Phone: (604) 687-1828

**9. Date of Report**

December 22, 2014



Exhibit "A"

Terminal City Club Tower, Suite 709 - 837 West Hastings Street  
Vancouver, BC CANADA V6C 3N6  
Tel: 604-687-1828 • Fax: 604-687-1858 • Toll Free: 1-800-901-0058  
[www.ironsouthmining.com](http://www.ironsouthmining.com) ■ [info@ironsouthmining.com](mailto:info@ironsouthmining.com)

TSX Venture Exchange (TSX-V): **IS**  
Frankfurt Stock Exchange (FRA): **OAY1 (WKN: A0RK7E)**

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**NEWS RELEASE – December 22, 2014**

## **Completion of Share Consolidation**

**Vancouver, BC / TNW-Accesswire / December 22, 2014 / Iron South Mining Corp. (TSX-V: IS, FSE: OAY1 (WKN: A0RK7E), "Iron South" or the "Company")** is pleased to announce that, further to its prior news release dated October 27, 2014, it has received approval by the TSX Venture Exchange and the Company's shareholders for the consolidation of the Company's issued and outstanding common shares on the basis of three (3) pre-consolidation shares for one (1) post-consolidation share (the "Consolidation"). The number of post-Consolidation shares issued and outstanding will be approximately 2,451,460 common shares.

Effective at the opening of trading on December 22, 2014, the Company's pre-Consolidation common shares will be delisted and the post-Consolidation common shares will commence trading. The Company's trading symbol, IS, will remain unchanged.

No fractional post-Consolidation common shares will be issued pursuant to the Consolidation. All fractional shares resulting from the consolidation will be rounded down to the nearest whole number and no cash consideration will be paid in respect of fractional shares. The exercise price and the number of common shares issuable under any of the Company's outstanding warrants or stock options will be proportionately adjusted upon the Consolidation.

A letter of transmittal will be mailed to registered shareholders, to be used by registered shareholders to exchange their current share certificates for certificates representing the consolidated number of shares in the capital of **Iron South Mining Corp.** No action is required by non-registered shareholders, who hold securities of the Company through an intermediary, to effect consolidation of their beneficially held securities.

### **About Iron South Mining Corp.**

Iron South is a Vancouver-based iron exploration company led by an experienced management team. Iron South holds a 100% interest in the Fierro high-grade iron project, located in Rio Negro, Argentina. The project is immediately adjacent to the producing Minera Sierra Grand iron mine, owned by Metallurgical Corporation of China Ltd. Management is continuing to evaluate acquisitions to build its property portfolio with a focus on iron projects with established value and significant upside potential. Iron South is a member of the Grosso Group, a management company specializing in resource exploration since 1993.

### **ON BEHALF OF THE BOARD**

"Nikolaos Cacos"

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Nikolaos Cacos, President & CEO

For further information please contact:

Corporate Communications  
Tel: 1-604-687-1828 Toll-Free: 1-800-901-0058  
Email: [info@ironsouthmining.com](mailto:info@ironsouthmining.com)

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*This news release may contain forward-looking statements. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements. Readers are encouraged to refer to the Company's public disclosure documents for a more detailed discussion of factors that may impact expected future results. The Company undertakes no obligation to publicly update or revise any forward-looking statements.*

*The securities being offered have not been, nor will they be registered under the United States Securities Act of 1933, as amended, or state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. federal and state registration or an applicable exemption from the U.S. registration requirements. This release does not constitute an offer for sale of securities in the United States.*



Exhibit "B"

Terminal City Club Tower, Suite 709 - 837 West Hastings Street  
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**NEWS RELEASE – December 22, 2014**

## **Share Consolidation – Correction**

**Vancouver, BC / TNW-Accesswire / December 22, 2014 / Iron South Mining Corp. (TSX-V: IS, FSE: OAY1 (WKN: A0RK7E), “Iron South” or the “Company”)** announced today a correction to its news release issued December 22, 2014, to correct the number of post-consolidation shares issued and outstanding.

**The corrected number of the post-consolidated common shares is 8,171,525 common shares.**

### **About Iron South Mining Corp.**

Iron South is a Vancouver-based iron exploration company led by an experienced management team. Iron South holds a 100% interest in the Fierro high-grade iron project, located in Rio Negro, Argentina. The project is immediately adjacent to the producing Minera Sierra Grand iron mine, owned by Metallurgical Corporation of China Ltd. Management is continuing to evaluate acquisitions to build its property portfolio with a focus on iron projects with established value and significant upside potential. Iron South is a member of the Grosso Group, a management company specializing in resource exploration since 1993.

ON BEHALF OF THE BOARD

"Nikolaos Cacos"

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Nikolaos Cacos, President & CEO

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*The securities being offered have not been, nor will they be registered under the United States Securities Act of 1933, as amended, or state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. federal and state registration or an applicable exemption from the U.S. registration requirements. This release does not constitute an offer for sale of securities in the United States.*