

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

IM Exploration Inc. (the “Company”)
181 Bay Street
Brookfield Place, Suite 4400
Toronto, ON M5J 2T3

Item 2. Date of Material Change

May 29, 2019

Item 3. News Release

A news release dated May 29, 2019 was disseminated via Stockwatch and Cisson and filed on SEDAR on May 29, 2019.

Item 4. Summary of Material Change

The Company announced the completion of its initial public offering (the “IPO”) of 3,000,000 common shares (the “Offered Shares”) at a price of \$0.10 per Offered Share for total gross proceeds of \$300,000.

The Company also announced the grant of 725,000 incentive stock options with an exercise price of \$0.10 per common share and a term of 5 years.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the completion of its IPO of 3,000,000 Offered Shares at a price of \$0.10 per Offered Share for total gross proceeds of \$300,000.

The IPO was led by Haywood Securities Inc. (the “Agent”). The Company has granted the Agent 300,000 non-transferrable share purchase warrants (the “Agent’s Warrants”) with each Agent’s Warrant exercisable into one common share in the capital of the Company (each, a “Share”) at the price of \$0.10 per Share for a period of 24 months from today. In addition, the Agent received a cash fee of \$30,000, representing 10% of the gross proceeds raised in the IPO, and a corporate finance fee of \$12,500 and 100,000 non-transferable share purchase warrants exercisable on the same terms as the Agent’s Warrants.

The Shares are now listed on the Canadian Securities Exchange (the “CSE”) and will begin trading on May 30, 2019 under the symbol “IM”.

Additionally, pursuant to the Company's Stock Option Plan, the Company has granted options to acquire an aggregate of 725,000 Shares to certain officers, directors and consultants of the Company at an exercise price of \$0.10 per Share for a period of five (5) years.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted at:

Joel Freudman, President and CEO
Telephone: (647) 880-6414

Item 9. Date of Report

June 4, 2019

Caution Regarding Forward-Looking Information

This material change report contains statements and information that, to the extent they are not historical fact, constitute "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information is based on the reasonable assumptions and estimates of management made based on experience and their perception of trends, current conditions and expected developments, all of which management believes to be reasonable in the circumstances at the date hereof, but which may ultimately prove to be incorrect.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from the outcomes expressed or implied by the forward-looking information herein, including, but not limited to, the statements relating to the Offered Shares commencing trading on the CSE. Accordingly, readers should not place undue reliance on any such forward-looking information. The Company does not undertake any obligation to update any forward-looking information herein to reflect new developments after the date hereof, except as required by applicable securities legislation.