

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

IM Exploration Inc. (the “Company”)  
700 - 1090 West Georgia Street  
Vancouver, BC V6E 3V7

**Item 2. Date of Material Change**

April 22, 2021

**Item 3. News Release**

A news release dated April 22, 2021 was disseminated via Stockwatch and filed on SEDAR on April 22, 2021.

**Item 4. Summary of Material Change**

The Company announced that it had entered into an assignment and assumption agreement with Minquest Ltd.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced that, further to the Company’s press release of March 1, 2021, IM and Starcore entered into an assignment and assumption agreement (the “Agreement”) with Minquest Ltd. (“Minquest”), whereby the Company has assumed Starcore’s obligations and rights to acquire a 100% interest (the “Transaction”) in the Toiyabe Gold Project in Lander County, Nevada (the “Project”) from Minquest.

Transaction Details

As consideration for the assignment of Starcore’s right to acquire a 100% interest in the Project, the Company has issued Starcore 4,100,000 common shares in the capital of the Company (the “Consideration Shares”) at a price of \$0.15 per Consideration Shares. The Consideration Shares will be subject to a contractual escrow period of twelve (12) months following the date of issuance, with 25% being released every three (3) months, with the first release occurring no later than 3 months after the closing of the Transaction and a cash payment paid to Starcore in the amount of US\$150,000.

Upon closing of the transaction, the Company now has the option to exercise its right to earn a 100% ownership position in the Project by making the following cash payments to Minquest (for an aggregate total of US\$760,000):

- US\$100,000 on May 31st, 2021
- US\$120,000 on October 15th, 2021
- US\$140,000 on October 15th, 2022
- US\$400,000 on October 15th, 2023

The Company will also be responsible for annual claim payments due to the U.S. Bureau of Land Management, which totalled US\$27,225 in 2020. The Company cautions investors that the Company may not exercise their option to acquire ownership of the Project.

Raymond D. Harari, CEO & President of IM Exploration, stated: "We are excited to have an asset with an indicated resource in Nevada's Battle Mountain Trend, North America's most endowed gold belt. The closing of this transaction represents an important milestone for IM and its shareholders. Our next steps are to initiate drilling to further define this highly prospective resource, as well as incorporate more land packages to our portfolio to scale faster and more efficiently."

## **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:

Raymond Harari  
President & Chief Executive Officer  
Tel: (+507) 6675-2221

### **Item 9. Date of Report**

May 7, 2021

### ***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 with respect to the Company's corporate strategy and personnel changes, made based on experience and management's perception of 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 herein includes statements relating to the Company's overall corporate and strategic outlook and objectives.*

*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, general risks associated with mineral exploration activities. 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, except as required by applicable securities legislation.*