

## **IMC INTERNATIONAL MINING CORP.**

### **Notice of Change in Corporate Structure Pursuant to Section 4.9 of National Instrument 51-102 Continuous Disclosure Obligations**

#### **Item 1. Names of the Parties to the Transaction**

IMC International Mining Corp. (“**IMC**” or the “**Company**”) and Chemesis International Inc. (“**Chemesis**”)

#### **Item 2. Description of the Transaction**

On February 1, 2019, Chemesis completed its previously announced plan of arrangement (the “**Arrangement**”) involving the spinout of the Company’s various interests in minerals located in the vicinity of the Harcuvar and Harquahala Mountains, Yavapai County, Arizona (the “**Bullard Pass Property**”) to IMC International Mining Corp. (“**IMC**”). The Arrangement was approved by the shareholders of Chemesis at an annual general and special meeting held on January 9, 2019 and the Supreme Court of British Columbia issued its final order approving the Arrangement on January 14, 2019.

Pursuant to the terms of the Arrangement, IMC distributed to each shareholder of Chemesis, as of November 29, 2018, one common share in the capital of IMC for every twenty common shares in the capital of Chemesis held (each, a “**Chemesis Share**”). Furthermore, each stock option and common share purchase warrant of Chemesis outstanding immediately prior to completion of the Arrangement was deemed to be exchanged for one-twentieth of one fully vested stock option or common share purchase warrant, as applicable, of IMC, subject to adjustment in accordance with the Arrangement.

#### **Item 3. Effective date of the Transaction**

February 1, 2019

#### **Item 4. Names of Each party that Ceased to Be a Reporting Issuer Subsequent to the transaction and of each Continuing Entity**

Not applicable

#### **Item 5. Date of the Reporting Issuer’s First Financial Year-End subsequent to the Arrangement**

December 31, 2019

#### **Item 6. The periods, including the comparative periods, if any, of the interim financial reports and the annual financial statements required to be filed for the reporting issuer’s first financial year after the Arrangement.**

- Audited annual financial statements for the financial year ended December 31, 2018.
- Interim financial statements for the three month period ended March 31, 2019.
- Interim financial statements for the six month period ended June 30, 2019.
- Interim financial statements for the nine month period ended September 30, 2019 compared against the period from inception on August 30, 2018 to September 30, 2018.

- Audited annual financial statements for the financial year ended December 31, 2019 compared to the audited financial statements for the period from incorporation on August 30, 2018 to December 31, 2018.

**Item 7. Documents filed under NI 51-102 that describe the transaction and where they can be found in electronic format**

Further details of the Arrangement are described in Chemesis' management information circular (the "**Circular**") dated December 11, 2018 in connection with the annual general and special meeting of Chemesis shareholders held on January 9, 2019 to approve the Arrangement. A copy of the Circular is available under Chemesis' profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Dated:** February 5, 2019