

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1. Name and Address of Company

IMC International Mining Corp. (“**IMC**” or the “**Company**”)
Suite 2710 – 200 Granville Street
Vancouver, BC V6C 1S4

ITEM 2. Date of Material Change

April 18, 2019

ITEM 3. News Release

IMC disseminated a press release in respect of the material change on April 22, 2019. The press release was subsequently filed on SEDAR on April 22, 2018.

ITEM 4. Summary of Material Change

On April 22, 2019, the Company announced that it has completed a non-brokered private placement (the “**Private Placement**”) for gross proceeds of C\$415,000 through the issuance of units (“**Units**”) at a price of C\$0.05 per Unit.

ITEM 5. Full Description of Material Change

On April 22, 2019, the Company announced that it has completed the Private Placement for gross proceeds of C\$415,000 through the issuance of Units at a price of C\$0.05 per Unit. Each Unit consists of one common share in the capital of the Company (each a, “**Common Share**”) and one share purchase warrant (a “**Warrant**”), with each Warrant entitling the holder to acquire one additional Common Share at an exercise price of C\$0.10 for a Common Share for a period of two years from the date of issuance.

All securities issued under the Private Placement will be subject to a hold period of four months and one day from the date of issuance of the securities, expiring August 19, 2019.

2,360,000 Units (C\$118,000) were purchased by insiders of IMC, (the “**Insider Participation**”). The Insider Participation resulted in the Private Placement being a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”), and is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as the Company is not listed on a specified market and neither the fair market value of the securities being issued, nor the consideration being paid, exceeds \$2,500,000.

Purpose and Business Reasons for the Transaction

Proceeds from the Private Placement will be used principally for the exploration of the Company’s Bullard Pass Property in Arizona, USA and for general working capital purposes.

The Anticipated Effect of the Transaction on the Issuer's Business and Affairs

The net proceeds of the Private Placement are expect to enable the Company to continue the exploration of the Bullard Pass Property in Arizona, USA and for general working capital purposes.

The Interest in the Transaction of Every Related Party

Related Party	Interest	Percentage of Issued & Outstanding Common Shares
Eli Dusenbury	100,000 Units	0.87%
Rae Ventures Inc.	1,200,000 Units	13.43%
1428 Investments Inc.	1,060,000 Units	9.18%

Discussion of the Review and Approval Process Adopted by the Board of Directors

All the terms and conditions of the Private Placement were reviewed and approved by the board of directors of the Company via authorizing resolutions dated April 17, 2019.

Formal Valuation and Minority Approval Exemptions Relied Upon

An exemption from the valuation requirement is available to IMC with respect to the Insider Participation because it is not listed on certain specific stock exchanges (as per Section 5.5(b) of MI 61-101) and an exemption from the minority approval requirements is available because neither the fair market value of the securities to be distributed, nor the consideration to be received for those securities, insofar as it relates to the Insider Participation, exceeds \$2,500,000 (as per Section 5.7(b) of MI 61-101).

ITEM 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

ITEM 7. Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. Executive Officer

For further information, please contact:

Name: Brian Thurston, Chief Executive Officer, Corporate Secretary and Director

T: (778) 928-6565

ITEM 9. Date of Report

April 29, 2019.

Forward-Looking Statements

This material change report may include forward-looking statements that are subject to risks and uncertainties. All statements within, other than statements of historical fact, are to be considered forward looking. Forward-looking statements include, but are not limited to, statements regarding the anticipated uses of the proceeds of the Private Placement, increases or decreases by insiders of their beneficial ownership or control of the Company and the filing of early warning reports by insiders. Although the

Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing, and general economic, market or business conditions. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. We do not assume any obligation to update any forward-looking statements except as required under applicable laws.