

**.FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1        Name and Address of Company**

IMC International Mining Corp.  
Suite 2710, 200 Granville Street,  
Vancouver, British Columbia V6C 1S4

**Item 2        Date of Material Change**

December 27, 2019

**Item 3        News Release**

A news release announcing the material change referred to in this report was disseminated on December 27, 2019 by way of the facilities of Baystreet and Stockwatch and subsequently filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4        Summary of Material Change**

On December 27, 2019, IMC International Mining Corp. ("**IMC**" or the "**Company**") announced that it will complete a subdivision (the "**Stock Split**") of its issued and outstanding common shares ("**Common Shares**") on the basis of two (2) Common Shares for each one (1) issued and outstanding Common Share, whereby the Company will issue one (1) additional Common Share for each one (1) existing Common Share to the Company's shareholders of record as at the close of business on January 2, 2020 (the "**Record Date**").

The Stock Split will be effective on December 31, 2019 (the "**Effective Date**") and the Company's Common Shares will begin trading on a post-Stock Split basis on the Canadian Securities Exchange (the "**CSE**") at market open on the Effective Date.

**Item 5        Full Description of Material Change**

**5.1            Full Description of Material Change**

On December 27, 2019, IMC announced that it will complete the Stock Split of its Common Shares on the basis of two (2) Common Shares for each one (1) issued and outstanding Common Share, whereby the Company will issue one (1) additional Common Share for each one (1) existing Common Share to the Company's shareholders of record as at the close of business on the Record Date. The Company will use the "push out" method to implement the Stock Split. All convertible securities will be adjusted for the Stock Split as at the Record Date. The Company will not be changing its name, CUSIP or its current trading symbol in connection with the Stock Split.

The Stock Split will be effective on the Effective Date and the Company's Common Shares will begin trading on a post-Stock Split basis on the CSE at market open on the Effective Date.

The approximately 13,602,696 Common Shares of the Company outstanding pre-Stock Split will be increased to approximately 27,205,392 Common Shares post-Stock Split.

The share certificates or DRS advices representing the additional Common Shares issued pursuant to the Stock Split are expected to be mailed by Odyssey Trust Company, the Company's registrar and transfer agent, on or about January 3, 2019, to the Company's shareholders of record on the Record Date.

## **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**

No significant facts have been omitted from this report.

### **Item 8 Executive Officer**

Eli Dusenbury, Chief Financial Officer  
Telephone: 604-398-3378

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

December 30, 2019

*Forward-Looking Information: This material change report contains "forward-looking information" within the meaning of applicable securities laws, including statements regarding: the completion of the Stock Split; the Record Date and the Effective Date; the date of mailing share certificates or DRS advices to shareholders; the Company's intention to acquire further mineral properties; the Company's business plans and prospects and the future of the Company's business, the acquisition, exploration and development of its assets; and the ability to create shareholder value. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance and developments to differ materially from those contemplated by these statements depending on, among other things, the risks that the Company may not receive all necessary regulatory approval for the Stock Split, that the Company may not complete the Stock Split, that the Company may not acquire any additional mineral properties, that the Company's plans and prospects will vary from those stated in this material change report and that the Company may not be able to carry out its business plans as expected. Except as required by law, the Company expressly disclaims any obligation and does not intend to update any forward-looking statements or forward-looking information in this material change report. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. Accordingly, readers should not place undue reliance on forward-looking information. The statements in this material change report are made as of the date of the material change.*