



IMC International Mining Corp. Closes Flow-Through Private Placement and Reinitiates Marketing Campaign

July 27, 2020

Vancouver, BC – IMC International Mining Corp. ([CSE:IMCX](#)) ([OTC:IMIME](#)) ([FRA:3MX](#)) (the “Company” or “IMC”), is pleased to announce that it has completed its non-brokered flow-through private placement offering previously announced on June 26, 2020, issuing an aggregate of 3,333,334 flow-through units of the Company (the “FT Units”, and each an “FT Unit”) at a price of \$0.30 CDN per FT Unit for gross proceeds of \$1,000,000 CDN (the “Private Placement”). The Company is also pleased to announce the commencement of a marketing campaign with Media Relations Publishing (“MRP”).

Private Placement

Each FT Unit consists of one common share of the Company that qualifies as a “flow-through share” for the purposes of the *Income Tax Act* (Canada) (an “FT Unit Share”) and one-half of one common share purchase warrant, whereby each whole common share purchase warrant (a “Warrant”) entitles the holder to purchase one additional common share of the Company (a “Common Share”) at a price of \$0.40 CDN for a period of 24 months from the date of issuance.

The Warrants are subject to an acceleration provision such that in the event the common shares of the Company trade on the Canadian Securities Exchange, or other recognized stock exchange or market, as applicable, at a price of \$0.65 or more for a period of at least fourteen (14) consecutive trading days, the Company shall be entitled to accelerate the exercise period to a period ending at least 30 days from the date that notice of such acceleration is provided to the holders of the Warrants.

In connection with the closing of the Private Placement, the Company paid aggregate finders’ fees of \$30,048.61 and issued an aggregate of 100,162 finders’ warrants (the “Finders Warrants”) to eligible finders. Each Finders Warrant entitles the holder to purchase one Common Share at a price of \$0.40 CDN for a period of 24 months from the closing of the Private Placement.

The net proceeds raised from the sale of the FT Units in the Private Placement will be used to fund exploration work that qualify as “Canadian Exploration Expenses” and “flow-through mining expenditures”, as such terms are defined in the *Income Tax Act* (Canada), on the Company’s Thane Property in north-central British Columbia.

All securities issued pursuant to the Private Placement are subject to a four month hold period in accordance with applicable securities laws.

A director of the Company acquired FT Units in connection with the Private Placement, which is considered to be a “related party transaction” for the purposes of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Company is exempt from the formal valuation requirement in section 5.4 of MI 61-101 in reliance on section 5.5(a) of MI 61-101 as the fair market value of the transaction, insofar as it involves the interested party, is not more than the 25% of the Company’s market capitalization. Additionally, the Company is





exempt from minority shareholder approval requirement in section 5.6 of MI 61-101 in reliance on section 5.7(a) of MI 61-101 as the fair market value of the transaction, insofar as it involves the interested party, is not more than the 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before closing the Private Placement as matters relating to the related party's participation in the Private Placement were not settled until within such 21-day period and the Company wished to close the Private Placement on an expedited basis for sound business reasons.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Marketing Campaign

The Company is also pleased to announce that it has reinitiated its investor relations agreement (the "**Investor Relations Agreement**") with MRP such that, in exchange for payment by the Company to MRP of an aggregate additional €300,000, MRP's investor relations services under the Investor Relations Agreement have been engaged for an additional two to three months starting on or around August 1, 2020.

The Company also announces that it has granted stock options for a total of 4,150,000 common shares of the Company to officers, directors, and consultants of the Company. These stock options are exercisable at \$0.30 per stock option for a period of five years. These stock options vest over a period of 18 months following the grant date and are governed by the terms and conditions of the Company's Equity Incentive Plan.

Following this grant of stock options, the Company has a total of 5,855,000 stock options outstanding representing approximately 11.09% of the outstanding common shares of the Company. This stock option grant is subject to Canadian Securities Exchange approval.

ON BEHALF OF IMC INTERNATIONAL MINING CORP.

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ABOUT IMC INTERNATIONAL MINING CORP.

IMC International Mining Corp. is a junior exploration and development company focused on creating shareholder value through the advancements of its current assets that include the Thane Property in north-central British Columbia and the Bullard Pass Property in Arizona. Utilizing its heavily experienced management team, the Company continues to source and evaluate assets to further generate shareholder value.





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The Thane property covers approximately 206 km² (50,904 acres) and is located in the Quesnel Terrane of north-central British Columbia. The northern part of the Quesnel Terrane extends from south of the Mt. Milligan Mine northward to the Kemess Mine, with the Thane property located midway between these two copper-gold porphyry deposits. The Thane property includes several highly prospective mineralized areas identified to date, including the ‘Cathedral Area’ on which the Company’s exploration is currently focused.

The Bullard Pass Property is comprised of 171 unpatented federal lode claims totaling 3,420 acres and is located in west-central Arizona, northwest of Phoenix, within the Pierce Mining District of Yavapai County. The property has a regional setting typical of detachment fault gold deposits and has geological, mining and metallurgical similarities to the Mesquite Mine in California. The claims are 100% owned by IMC International Mining Corp.

INVESTOR RELATIONS:

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Cautionary Note Regarding Forward-Looking Information and Forward-Looking Statements:

This news release includes certain "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable Canadian securities legislation. These forward-looking statements are made as of the date of this news release. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "plans", "projects", "intends", "estimates", "envisages", "potential", "possible", "strategy", "goals", "objectives", or variations thereof or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions.

Forward-looking statements in this news release relate to future events or future performance and reflect current estimates, predictions, expectations or beliefs regarding future events and include, but are not limited to, statements with respect to: (i) completion of the Offering; (ii) receipt of regulatory acceptance for the Offering; (iii) the Company's intentions to use the gross proceeds from the Offering to fund exploration programs on its Thane Property in north-central British Columbia; (iv) the Company's intention to acquire further mineral properties; and (v) the Company's business and plans, including with respect to undertaking further acquisition and carrying out exploration activities in respect of its mineral projects. All forward-looking statements are based on the Company's current beliefs as well as various assumptions made by the Company and information currently available to the Company. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct, and actual results and future events could differ materially. Readers are cautioned not to place undue reliance on any forward-looking statements in this news release. Forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by the respective parties, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements and the parties have made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation, the Company's business and financial condition potentially being materially adversely affected by the outbreak of epidemics, pandemics or other health crises such as COVID-19, and by reactions by government and private actors to such outbreaks; risks to employee health and safety as a result of the outbreak of epidemics, pandemics or other health crises such as COVID-19, that may result in a slowdown or temporary suspension of operations by the Company; the risks that the Offering may not complete as contemplated (or at all),





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the risks related to the Company's ability to obtain necessary regulatory approvals for the Offering; the speculative nature of the Company's business; the Company's formative stage of development; the Company's financial position; conclusions of future economic evaluations; business integration risks; fluctuations in the securities market; that the Company's plans and prospects will vary from those stated in this news release; that the Company does not complete any further acquisitions; that the Company does not carry out exploration activities in respect of its mineral projects as planned (or at all); 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 in this news release. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. All forward-looking statements in this news release are made as of the date of this release.

The Canadian Securities Exchange has not reviewed, approved or disapproved of the contents of this news release.

