

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

Item 1. Name and Address of Company

IMC International Mining Corp. (the “**Company**”)
Suite 2200, 885 West Georgia Street
Vancouver, British Columbia
Canada V6C 3E8

Item 2. Date of Material Change

May 19, 2021

Item 3. News Release

The Company disseminated a news release in respect of the material change referred to in this report on May 19, 2021, through Accesswire and a copy was subsequently filed on SEDAR.

Item 4. Summary of Material Change

On May 19, 2021, the Company announced that it has closed the second and final tranche of a non-brokered private placement offering issuing an aggregate of 2,386,870 flow-through units (“**FT Units**”) at \$0.20 per FT Unit and 5,176,366 units (“**Units**”) at \$0.15 per Unit for gross proceeds of \$1,253,828.90. Each FT Unit consists of one common share in the capital of the Company that qualifies as a “flow-through share” for the purposes of the Income Tax Act (*Canada*) and one non-flow-through warrant exercisable at \$0.30 for 24 months from the date of issuance into a common share in the capital of the Company (a “**Share**”). Each Unit consists of one Share and one warrant exercisable at \$0.30 for 24 months from the date of issuance into a Share.

Item 5: Full Description of Material Change

The Company announced that it has closed the second and final tranche of a non-brokered private placement offering (the “**Offering**”) issuing an aggregate of 2,386,870 flow-through units (“**FT Units**”) at \$0.20 per FT Unit and 5,176,366 units (“**Units**”) at \$0.15 per Unit for gross proceeds of \$1,253,828.90.

The Company raised gross proceeds of \$2,676,452 between the first and second tranches of the financing. The Company is now positioned to fully execute on its 2021 diamond drilling and exploration program and will provide additional updates in the immediate future regarding its drilling and exploration program for 2021.

Each FT Unit consists of one common share in the capital of the Company that qualifies as a “flow-through share” for the purposes of the Income Tax Act (*Canada*) and one non-flow-through warrant exercisable at \$0.30 for 24 months from the date of issuance into a common share in the capital of the Company (a “**Share**”). Each Unit consists of one Share and one warrant exercisable at \$0.30 for 24 months from the date of issuance into a Share.

Proceeds from the sale of the FT Units under the Offering will be used before December 31, 2022, to fund exploration programs on the Company’s Thane Property in north-central British Columbia that qualify as Canadian exploration expenses and flow-through mining expenditures”, as those terms are defined in the Income Tax Act (*Canada*), and as “BC flow-through mining expenditures” as defined the Income Tax Act (*British Columbia*). Proceeds from the sale of Units will be used for general working capital purposes.

In connection with the second and final tranche of the Offering, the Company paid finder's fees of \$28,866.18 and issued 144,331 finder's warrants entitling the holder thereof to purchase one Share at an exercise price of \$0.20 per Share for a period of 24 months from the date of issuance.

All securities issued pursuant to the second tranche of the Offering are subject to a hold period under applicable Canadian securities laws of four months and one day from the date of closing of the first tranche.

Jason Nickel, a director of the Company, participated in the second and final tranche of the Offering by purchasing 100,000 FT Units. As such, the transaction constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security holders in Special Transactions ("MI 61-101"). The Company has relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the Offering as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves the related party, exceeded 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the closing of the second and final tranche of the Offering as the details of the participation therein by a related party of the Company had not been determined until shortly prior to closing of the second and final tranche of the Offering.

The securities offered have not been 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 absent registration or compliance with an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

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

Dave McMillan, Interim Chief Executive Officer
Telephone: 778-773-4560

Item 9. Date of Report

May 25, 2021