

**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 25, 2021

Item 3. News Release

The Company disseminated a news release in respect of the material change referred to in this report on May 25, 2021, through Accesswire and a copy was subsequently filed on SEDAR.

Item 4. Summary of Material Change

On May 25, 2021, the Company announced the appointments of Jason Nickel and David McAdam as directors of the Company.

Item 5: Full Description of Material Change

The Company announced the appointments of Jason Nickel and David McAdam as directors of the Company effective immediately.

Mr. Nickel is an experienced mining engineer, investor and entrepreneur with a diverse 25-year mining background in operations, engineering, feasibility and exploration / development of venture capital projects. Most recently he held position as Mine Manager for a significant Canadian emerging producer, leading the production and development of new underground and pit operations. He has provided management and consulting services to the industry since 2008. Since 2011, Jason has served on three previous TSX-V / CDNX boards of directors and has been heavily involved with several other junior resource public companies and mining project start-ups. He holds a degree in Mine Engineering from UBC and a GDBA in Business Administration from SFU Segal School of Business. His experience includes several roles from Mine Planner, Sr. Mine Engineer, Mine Foreman, to Chief Engineer, Mine Manager and Vice-President.

Mr. David McAdam, B. Com., has over 30 years of finance and operations experience in large and small capitalization companies, where has been the financial lead in raising over \$250 million in equity and securing over \$100 million in debt. Mr. McAdam has been the financial and/or operational lead in over 90 acquisitions, including the integration of the target companies. Mr. McAdam has been the Chief Financial Officer of several public and private companies including a number of public and private BC-based mining companies (one a Vancouver-based TSX company with producing assets in South Africa and public reporting across the TSX-AIM-JSE exchanges). Other sectors include for-profit provider of English as a Second Language training to foreign students (Executive advisory and Investor Relations), a Fortune 150 waste management/recycling company (VP Ops and Director of Finance). These roles required reporting to public company Audit, Safety and Risk Committees along with full Board presentations in a Fortune 150 Company. Most recently David has been providing executive advisory consulting services to small and medium sized start-up enterprises leveraging his extensive experience in financial/operational integration/optimization and measurement, financial planning and analysis (including annual budgets and

rolling forecasts), mergers and acquisitions (buy and sell side), due diligence, investor relations (TSX.V and JSE), systems strategy, implementation oversight and management, risk management and regulatory compliance.

Mr. Nickel and Mr. McAdam as independent directors will form the majority of the Company's audit and Corporate Governance Committees.

The Company also thanks Mr. Faizaan Lalani for his contributions as he recently stepped down as a director and Chair of the Company's Audit Committee to continue building his accounting practice.

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