

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

American CuMo Mining Corporation (the “**Company**”)
638 Millbank
Vancouver, BC
V5Z 4B7

Item 2 Date of Material Change

July 22, 2014

Item 3 News Release

On July 23, 2014 a press release was disseminated to the TSX Venture Exchange and through various other approved public media and filed on SEDAR with the securities commissions of British Columbia and Alberta.

Item 4 Summary of Material Change

On July 22, 2014, Thomas Conway was elected, and Trevor Burns was appointed, to the Board of Directors of the Company. The following officer changes also occurred: Shaun Dykes was appointed President and Chief Executive Officer, John Moeller was appointed interim Chairman of the Board to replace Hongxue Fu, Trevor Burns was appointed interim Chief Financial Officer and Charles Yuen was removed from the position of Executive Vice-President.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

At the shareholder-requisitioned general meeting of shareholders of the Company held on July 22, 2014, Thomas Conway was elected as an additional director of the Company. The proposals of the requisitioning shareholders to remove Hongxue Fu and Yiming Xie as directors of the Company did not garner the requisite 2/3 majority vote to pass. After the shareholder meeting, the Board of Directors (a) appointed Trevor Burns as an additional director of the Company as well as Interim Chief Financial Officer; (b) appointed Shaun Dykes as President and Chief Executive Officer; (c) appointed John Moeller as interim Chairman of the Board of Directors to replace Hongxue Fu; and (d) removed Charles Yuen from the position of Executive Vice-President. The Board also appointed Messrs. Conway and Moeller, as well as Joseph Baird, to the Audit Committee and formed a litigation committee comprised of Messrs. Moeller, Baird and Burns to oversee the handling of the litigation involving the Company and International Energy & Mineral Resources Investment (Hong Kong) Company Limited, a company owned and controlled by Hongxue Fu, a director of the Company, and his wife.

5.2 Disclosure of Restructuring Transaction

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Shaun Dykes, President and Chief Executive Officer
Tel: 604-689-7902 /Email: geologic@telus.net

Item 9 Date of Report

July 25, 2014