BC FORM 51-102F3
Material Change Report

ITEM 1 REPORTING ISSUER

Pacific Imperial Mines Inc. (the "Issuer")
#1700-700 West Pender Street
Vancouver, BC V6C 1G8

ITEM 2 DATE OF MATERIAL CHANGE

July 5, 2011

ITEM 3 PRESS RELEASE

Issued July 5, 2011 and was subsequently filed on SEDAR.

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company announced the closing of non-brokered private placement offering of $300,000. A total of two million common shares were issued at a price of $0.15 per share. Proceeds from the private placement will be used for general working capital.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

ITEM 6 RELIANCE ON SECTION 7.1(2) or (3) OF THE NATIONAL INSTRUMENT 51-102

Not Applicable

ITEM 7 OMITTED INFORMATION

No information has been omitted on the basis that it is confidential

ITEM 8 SENIOR OFFICER

Contact: H. Leo King
Telephone: (604) 669-6332

ITEM 9 STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

"Leo King"
H. Leo King,
President

Dated in Vancouver, B.C., July 11, 2011

PACIFIC IMPERIAL MINES INC.

1700-700 West Pender Street, Vancouver, BC, V6C 1G8 Canada
Telephone: (604) 669.6332 Facsimile: (604) 688.9336 Email: ppm-corp@telus.net

PPM.H -TSX VENTURE

NEWS RELEASE
Pacific Imperial Mines Inc. Announces
Closing of Private Placement

Vancouver, B.C. – July 5, 2011: Pacific Imperial Mines Inc. (the "Company") has closed its non-brokered private placement offering of $300,000 announced on May 9, 2011. A total of 2,000,000 common shares were issued at a price of $0.15 per share.

The common shares issued by the Company in connection with the private placement are subject to a statutory hold period which expires on October 23, 2011.

Proceeds from the private placement will be used for general working capital. The Company continues to seek new business opportunities to pursue.

For further information contact:
PACIFIC IMPERIAL MINES INC.
Leo King, President
Tel: 604-669-6332/ Fax: 604-688-9336
E-mail: investor@pacificimperialmines.com

On behalf of the Board of Directors
PACIFIC IMPERIAL MINES INC.

s/"H.Leo King"
H. Leo King
President and Director