BC FORM 51-102F3
Material Change Report

ITEM 1 REPORTING ISSUER

Pacific Imperial Mines Inc. (the "Issuer")
#550-800 West Pender Street
Vancouver, BC V6C 2V6

ITEM 2 DATE OF MATERIAL CHANGE

February 19, 2014

ITEM 3 PRESS RELEASE

The press release was released on February 19, 2014 through Marketwired and was subsequently filed on SEDAR.

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company announced that it has agreed to pay a finder's fee in connection with the Keg Mountain transaction. Included in the news release, the Company informed the public that it has amended the terms of the warrant exercise period from 2 years to 5 years. The fore-mentioned finder's fee which consists of 500,000 units has the same terms as the private placement announced January 31, 2014 and the amendment.

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.

s/ "Leo King"
H. Leo King
President

Dated in Vancouver, B.C., February 24, 2014

PACIFIC IMPERIAL MINES INC.

550-800 West Pender Street, Vancouver, BC, V6C 2V6 Canada
Telephone: (604) 669.6332; Facsimile: (604) 681.5910
www.pacificimperialmines.com

PPM.H:TSX Venture

NEWS RELEASE

Finder's Fee for Keg Mountain Project

Vancouver, BC – February 19, 2014 Pacific Imperial Mines Inc. ("PPM" or the "Company")(TSX-Venture NEX:PPM.H) wishes to announce that it has agreed to pay a finders' fee in connection with the Inland Explorations Ltd. Keg Mountain transaction announced January 23, 2014. The finder's fee consists of 500,000 units having the same terms as the private placement announced January 31, 2014 and amended in this news release.

The Company also wishes to announce that the warrant exercise period, stated in the January 31, 2014 private placement announcement, has been extended to 5 years from 2 years.

The finder's fee and amendment to the term of the warrant are subject to acceptance by the TSX Venture Exchange.

For further information contact:
PACIFIC IMPERIAL MINES INC.
H. Leo King, President
Tel: 604-669-6332/Fax: 604-681-5910
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