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

March 13, 2014

ITEM 3 PRESS RELEASE

The press release was released on March 13, 2014 through Marketwired and was subsequently filed on SEDAR.

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company announced that it has submitted an application to the TSX Venture Exchange to complete its reactivation and graduate to Tier 2 of the TSX Venture Exchange. In addition, the company's intention to complete a private placement of 12,000,000 units as announced on January 31, 2014 and February 19, 2014 has been increased to 12,500,000 units for proceeds of $625,000.

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., March 14, 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

Pacific Imperial Mines Inc
announces its application to graduate to Tier 2 of the TSX Venture
and increase of non-brokered private placement

Vancouver, BC – March 13, 2014 Pacific Imperial Mines Inc., a NEX listed company **(the "Company")(TSX-Venture NEX:PPM.H)** is pleased to announce that it has submitted an application to the TSX Venture Exchange to complete its reactivation and graduate to Tier 2 of the TSX Venture Exchange.

On January 23, 2014, the Company announced that it had signed a binding letter of Intent to acquire up to a 60% interest in a property of merit, the Keg Mountain Property in Utah, USA. A final Agreement is currently being negotiated with Inland Explorations Ltd., the property owner. Upon execution of the Agreement, an announcement disclosing the terms of the final Agreement will be made. A NI 43-101 technical report on the Keg Mountain Property is in preparation.

In conjunction with the Keg Mountain Property acquisition, the Company announced on January 31, 2014 and February 19, 2014, its intention to complete a private placement of 12,000,000 units. The private placement has been increased to 12,500,000 units for gross proceeds of $625,000. Each unit consists of one common share purchase warrant of the Company at a price of $0.05 per unit. One full warrant is exercisable for a period of 5 years from the date of closing into one common share of the Company at an exercise price of $0.10 per full warrant. The closing of the private placement remains subject to TSX Venture Exchange approval.

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