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

August 6, 2014

ITEM 3 PRESS RELEASE

The press release was released on August 6, 2014 through Marketwired and was subsequently filed on SEDAR.

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company announced that it has completed drilling program at the Keg Mountain Property optioned from Inland Explorations Ltd.

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., August 15, 2014

PACIFIC IMPERIAL MINES INC.

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TSX-Venture: PPM

NEWS RELEASE

PACIFIC IMPERIAL MINES INC. COMPLETES DRILL PROGRAM AT THE KEG MOUNTAIN PROPERTY

Vancouver, BC – August 6, 2014 Pacific Imperial Mines Inc., (the "Company") (TSX-Venture:PPM) announces that the drilling program at the Keg Mountain Property in Utah optioned from Inland Explorations Ltd. has been completed.

Two diamond drill holes totaling 872 meters (2,861 feet) were drilled; Hole 14KMC-1 was completed at a depth of 459 meters and Hole 14KMC-2 was completed at a depth of 413 meters. The drilling was carried out to test Induced Polarization (IP) anomalies.

Both holes intersected a thick sequence of limestones and interbedded shale. Sections within the limestone and shale units were mineralized with finely disseminated pyrite and graphite which is interpreted to be the cause of the IP anomalies.

A total of 155 core samples from Hole 14KMC-1 and 98 core samples from Hole 14KMC-2 were analyzed for both precious and base metals. No values of economic interest were returned.

For further information contact:

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On behalf of the Board of Directors

PACIFIC IMPERIAL MINES INC.

s/"H.Leo King"

H. Leo King, President and Director