

**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, 2016

ITEM 3 PRESS RELEASE

The press release was released on July 5, 2016 through Marketwired and was subsequently filed on SEDAR.

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company announced that it has acquired by staking a 100% interest in the Eagle Mountain Lithium prospect located in Inyo County, California, within 15 kilometers of the Nevada border.

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) 318-3331

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., July 7, 2016



PACIFIC IMPERIAL MINES INC.

1700-700 West Pender Street, Vancouver, BC, V6C 1G8 Canada

Telephone: (604) 669.6332; Facsimile: (604) 681.5910

www.pacificimperialmines.com

TSXV: PPM

PACIFIC IMPERIAL MINES INC. ACQUIRES EAGLE MOUNTAIN LITHIUM PROSPECT

Vancouver, July 5, 2016 - Pacific Imperial Mines Inc. (TSXV:PPM) (the "Company") is pleased to announce that it has acquired by staking a 100% interest in the Eagle Mountain Lithium prospect located in Inyo County, California, within 15 kilometers of the Nevada border.

The Company has entered into a consulting agreement with Gold Exploration Management Inc., a private corporation controlled by David A. Bending, M.Sc., P. Geo., engaged in the business of providing mineral exploration project management services.

In addition to fees payable to the Consultant, and subject to the acceptance by the TSX Venture Exchange, the Company will issue common shares to the Consultant as a finder's fee for the Eagle Mountain mineral exploration property identified by the Consultant and acquired by the Company.

The finder's fee shall consist of between 2,000,000 and 4,000,000 common shares of the Company to be issued in 4 tranches over a period of 3 years, the final number of shares to be issued being dependent on the price per share of a proposed equity financing to be conducted by the Company and its continuing involvement. In addition to the fees payable and the Finder's shares issuable to the Consultant, the Company will grant the Consultant a 1% net smelter returns royalty from production.

The Eagle Mountain Property consists of 248 claims each 20 acres in size, totaling approximately 4,960 acres located in the Alkali Flats area, 10 km SSE of Death Valley Junction and covering most of the Eagle Mountain salina. Exploration logistics are excellent with property access within 3 kilometers of a paved highway.

The United States Geological Survey (USGS) reported sampling and drilling in closed basins throughout portions of Nevada, primarily in and around Clayton Valley and adjacent California. Its work in the claim area, near the western margin of the Eagle Mountain claim area, consisted of taking bore-hole samples from a 102.1 meter- deep hole. Of the 68 rock samples taken, 45 returned lithium values between 300 and 999 ppm and 22 assayed between 100 and 300ppm lithium; the results were the strongest anomalous values obtained by the USGS study of 23 playas.

Furthermore, the USGS from its studies of the only North American lithium producer, the Albemarle Silver Peak Mine and its environment, as well as the large Chilean deposits from the Salar de Atacama, has developed a conceptual model for lithium brine deposits and identified seven first order characteristics that apply to them. This model was used as a guide to locate the Eagle Mountain Property and all of the characteristics clearly apply.

A satellite image of the claims and surrounding area shows that the Eagle Mountain salina lies within a north-south trending basin essentially closed to the south. This basin interacts at the western fringe with the Amargosa River drainage which is recognized by the USGS as regionally enriched in lithium (18 springs and wells in the Amargosa Desert averaged 105 micrograms per liter lithium).

The eastern parts of the basin are bounded to the east by a major north-south range- front fault. This trap basin is further defined by the west-northwest trending Eagle Mountain Fault to the west that separates the main trap basin from what is interpreted to be a zone of shallow mixing and erosion of the borates and evaporites on the salina's western fringe. It is within this zone that the USGS, for ease of access, located their drill-hole. The basin which remains closed and a suitable trap for brines, constitutes the vast majority of the property area.

A financing will be required in order to fund a work program aimed at evaluating the economic potential of the Eagle Mountain property. Subject to raising the necessary funds, an initial work program entailing geochemical sampling and geological mapping is planned to confirm lithium enrichment and to identify any zoning present. This would be followed by an airborne geophysical survey carried out to provide basin geometry and to locate potential conductive brine resources.

ON BEHALF OF THE BOARD

H. Leo King (signed)

H. Leo King, President

For further information please contact Roman Shklanka, Chairman at 604 649 6195

or H. Leo King, President at 604 318 3331

Email: investor@pacificimperialmines.com

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) has reviewed or accepts responsibility for the adequacy or accuracy of the content of this News Release.

This release includes certain statements that may be deemed to be "forward-looking statements". All statements in this release, other than statements of historical facts, that address events or developments that management of the Company expects, are forward-looking statements. Although management believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. The Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause actual results to differ materially from those in forward-looking statements, including market prices, exploration and development successes, continued availability of capital and financing, and general economic, market or business conditions. Please see the public filings of the Company at www.sedar.com for further information.