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

April 24, 2017

ITEM 3 PRESS RELEASE

The press release was released on April 24, 2017 through Marketwired and was subsequently filed on SEDAR.

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company announced a non-brokered private placement to raise gross proceeds of up to $400,000 ("the offering"). Proceeds of the offering will be used to advance its lithium properties and for general working capital purposes.

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., April 28, 2017

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TSXV: PPM

PACIFIC IMPERIAL MINES ANNOUNCES FINANCING

Vancouver, April 24, 2017 - PACIFIC IMPERIAL MINES INC. (the “Company”) (TSX-Venture-PPM) is pleased to announce that it will undertake a non-brokered private placement to raise gross proceeds of up to $400,000 ("the offering").

The offering will consist of up to 20,000,000 common shares at a price of $0.02 per common share. The common shares issued pursuant to the Offering will be subject to a four-month hold period.

Completion of the Offering is subject to acceptance by the TSX Venture Exchange. The Offering is not subject to any minimum aggregate subscription.

Proceeds of the offering will be used to advance its lithium properties and for general working capital purposes.

ON BEHALF OF THE BOARD

H. Leo King (signed)

H. Leo King, President

For further information please contact:

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or
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