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

March 28, 2018

ITEM 3 PRESS RELEASE

The press release was released on March 28, 2018 and was subsequently filed on SEDAR.

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company announced the closing of non-brokered private placement for the aggregate gross proceeds of $550,000. Proceeds of the private placement will be used to maintain and preserve the Company's existing operations, activities, and assets, 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: Chris McLeod
Telephone: 604-669-6332

ITEM 9 STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

s/ "Chris McLeod
Chris McLeod
President

Dated in Vancouver, B.C., April 4, 2018

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PACIFIC IMPERIAL MINES INC.
CLOSES $550 THOUSAND PRIVATE PLACEMENT

Vancouver, March 28, 2018 - PACIFIC IMPERIAL MINES INC. (the "Company") (TSX-Venture-PPM) announces that further to the Company's news release dated March 14, 2018 wherein the Company increased the negotiated non-brokered private placement for up to 11,000,000 units (the "Units") at a price of CAD$0.05 per Unit for gross proceeds of up to CAD$550,000 the Company is pleased to announce the private placement has closed for the aggregate gross proceeds of $550,000.

Agents for the transaction included Canaccord Genuity Corp., PI Financial, Mackie Research Capital Corp., and Leede, Jones Gable (collectively, the "Agents"). In consideration for the services of the Agents in connection with the private placement the Company paid the Agents a cash commission of $28,800 and 576,000 finders warrants.

Each Unit consists of one common share in the capital of the Company and one whole transferable share purchase warrant ("Warrant"). Each Warrant entitles the holder thereof to acquire one common share at a price of CAD$0.075 per share at any time prior to March 26, 2020. In the event that the common shares of the Company trade on the TSX Venture Exchange at a closing price of greater than CAD$0.15 per common share for a period of 20 consecutive trading days at any time after four months and one day after the closing date of the private placement, the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof by way of a news release and in such case the Warrants will expire on the 30th day after the date of dissemination of the news release.

All securities issued pursuant to the private placement are subject to a four-month hold period and may not be traded until July 27, 2018.

Proceeds of the private placement will be used to maintain and preserve the Company's existing operations, activities, and assets, and for general working capital purposes.

ON BEHALF OF THE BOARD

"Chris McLeod" (signed)
Chris McLeod, CEO

For further information please contact:

Roman Shklanka, Chairman, at 604-649-6195
or Chris McLeod, President, 604-669-6332
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Neither the TSX Venture Exchange nor its Regulation Service Provider (as the term is defined in the policies of the TSX Venture Exchange) has reviewed or accepts responsibility for the adequacy or accuracy of the contents of this News Release.