

**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

October 13, 2020

ITEM 3 PRESS RELEASE

The press release was released on Oct 13, 2020 and was subsequently filed on SEDAR.

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company announced that it has entered into an Option Agreement with Orogen Royalties Corp. where by the Company can earn up to an 100% in the five claim, 94 km², TREK 31 project situated in the Nechako Plateau of central BC. The project is targeting a gold-rich porphyry/epithermal deposit and is located 30km northeast of the Blackwater Gold Deposit which was recently acquired by Artemis Gold. Upon signing of the option agreement, the Company will assume management of the project.

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., Oct 19, 2020



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PACIFIC IMPERIAL OPTIONS, DRILL PERMITTED TREK 31 PROJECT

Vancouver, British Columbia/ October 13, 2020 – Pacific Imperial Mines Inc. (TSX.V: PPM) (“**Pacific Imperial**” or the “**Company**”) is pleased to announce that it has entered into an Option Agreement with Orogen Royalties Corp. (TSX.V: OGN) (“**Orogen**”) whereby Pacific Imperial can earn up to an 100% interest in the five claim, 94 km², TREK 31 project situated in the Nechako Plateau of central British Columbia. The TREK 31 project is targeting a gold-rich porphyry/epithermal deposit and is located 30 km northeast of the Blackwater Gold Deposit which was recently acquired for +\$210M by Artemis Gold. The TREK 31 area is road accessible, 80 km south of Vanderhoof, B.C. in an area of historic and current mine development (Figure 1). TREK 31 was staked in 2018 and is owned 100% by Orogen with no underlying royalties or encumbrances. Upon signing of the option agreement, Pacific Imperial will assume management of the project.

TREK 31 Property Highlights

- TREK 31 covers one of the largest and strongest geochemical gold-in-till anomalies identified by Geoscience BC’s \$4.0 million government funded TREK regional initiative;
- Early exploration by Orogen outlined a 2,300 by 900 metre gold-in-till anomaly situated down ice of a major structural break between rocks of the Stikine Terrane and a magnetic high, interpreted to be volcanic and intrusive rocks of Eocene age, in addition, other targets are identified for follow up [1];
- The exploration target is a Blackwater-like deposit characterized by extensive quartz-sericite-pyrite alteration with significant geochemical and geophysical footprints [1];
- Further till sampling and an approximately 12 line-km Induced Polarization survey to begin shortly with 20-hole drill program permitted and planned for early 2021.

Pacific Imperial President and CEO Chris McLeod said: “Artemis Gold’s recent purchase of the Blackwater Project from New Gold has revitalized exploration in the Interior Plateau of B.C. The discovery of Blackwater in 2009 highlighted the potential for Eocene and older age rocks to host bulk-tonnage precious metal deposits. The TREK 31 Project has a similar geological setting and has geochemical indicators to the Blackwater deposit.

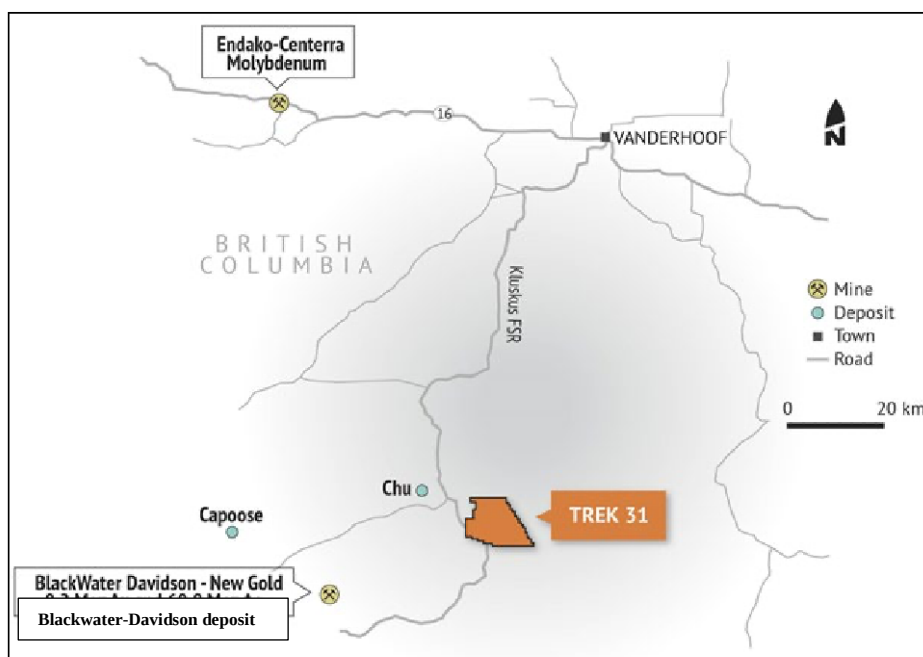


Figure 1: TREK 31 Location Map.

Further technical information on the TREK 31 project will be provided in a subsequent press release.

About the TREK 31 Option Agreement

Under the terms of the Agreement, Pacific Imperial can earn a 100% interest in the TREK 31 project by completing the following:

Time	Aggregate Exploration Expenditures (CDN)	Cash (CDN)
October 6, 2020 (Effective Date)	-	-
Within 6 months of Effective Date		\$20,000*
1 st Anniversary of Effective Date	\$300,000	\$30,000
2 nd Anniversary of Effective Date	\$1,000,000	\$50,000
3 rd Anniversary of Effective Date	\$1,500,000	\$100,000
4 th Anniversary of Effective Date	\$2,000,000	\$100,000
5 th Anniversary of Effective Date	\$3,000,000	\$1,000,000
TOTAL	\$3,000,000	\$1,300,000

* Firm commitment, all other payments are at the option of Pacific Imperial.

Providing that Pacific Imperial continues to make cash payments and exploration milestones on the anniversary dates it will earn a 100% interest in the TREK 31 project, subject to a 3.0% NSR royalty in favor of Orogen. Pacific Imperial may purchase 1% of the NSR royalty for \$3,000,000. Orogen will also be entitled to annual Advance Royalty Payments (“ARP”) of \$50,000 per year commencing on the fifth anniversary of the Effective date. All amounts provided as advance royalty payments will be deductible against the NSR Buydown Amount.

Pacific Imperial intends to conduct a flow-through private placement in the near future to fund the first year exploration program at TREK 31.

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Quality Assurance/Quality Control

Samples were taken and delivered by Orogen to ALS Global in Terrace, BC for sample preparation and to the ALS laboratory in North Vancouver for analysis. The ALS facilities have ISO/IE 17025:2005 certifications. Two blank samples and two standards (OREAS 45E) were inserted into the ALS sample stream. [1]

Qualified Person Statement

Pacific Imperial Mines disclosure of technical and scientific information in this news release has been reviewed by Peter Holbek, Director, Pacific Imperial Mines Inc. Mr. Holbek, B.Sc (Hons), M.Sc. P. Geo. is the qualified person as defined by National Instrument 43-101 and has approved the technical information in this release.

About Pacific Imperial Mines

Pacific Imperial is a mineral exploration company based in Vancouver, Canada, engaged in the acquisition, exploration, evaluation and development of mineral properties in an acceptable risk environment.

The company's current focus is on the acquisition of gold and base metal properties.

About Orogen Royalties Corp.

Orogen Royalties Inc. is focused on precious and base metals project generation and royalty creation in western North America. Orogen's royalty portfolio includes the Ermitaño West gold deposit in Sonora, Mexico being developed by First Majestic Silver Corp. and the Silicon gold project in Nevada, USA, being advanced by AngloGold Ashanti, NA. The Company is well financed with several additional projects under active joint ventures and alliances.

ON BEHALF OF THE BOARD OF DIRECTORS

s/ "Chris McLeod"

Chris McLeod, President

For further information please contact:

Roman Shklanka, Chairman, at 604-649-6195, or Chris McLeod, President, at 604-669-6332

Email: investor@pacificimperialmines.com

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

1. *Orogen Royalties Corp. Press Release February 18, 2020.*

2. *Van Geffen, P. (2017): Enhanced Geochemical Signal in the Ultra-Fine Fraction of Tills from the Trek Project. Presentation at the BC Geoscience TREK workshop, October 17, 2017.*

Forward Looking Information

This news release includes certain statements that may be deemed "forward looking statements". All statements in this news release, other than statements of historical facts, that address events or developments that Pacific Imperial Mines Inc. (the "Company") expects to occur, are forward looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur.

Although the Company 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 may differ materially from those in the forward looking statements. Factors that could cause the actual results to differ materially from those in forward looking statements include market prices, exploitation and exploration successes, and continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward looking statements. Forward looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by securities laws, the Company undertakes no obligation to update these forward looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

A number of mineral resources or significant occurrences disclosed herein relate to nearby properties owned by other companies, and the data presented have been extracted from these companies' press releases and websites. A Qualified Person has been unable to verify this information from the adjacent properties, and such results are not necessarily indicative of potential quantities or grades of mineralization on the Company's properties.