

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Reporting Issuer

Pacific Imperial Mines Inc. (the “Company”)
1700-700 West Pender Street
Vancouver BC V6C 1G8

Item 2: Date of Material Change

September 29, 2020 and November 3, 2020.

Item 3: News Release

A news release was issued and disseminated on November 6, 2020 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced a correction to the director appointments. See Item 5 for full details.

Item 5: Full Description of Material Change

The Company announced corrections to board appointments announced in its news releases of November 3, 2020 and November 5, 2020. The Company confirms that Peter Holbeck, P. Geo., was appointed a member of the board of directors of the Company effective September 29, 2020. Richard Gosse, P. Geo. was appointed a member of the board of directors of the Company effective November 3, 2020 and was granted 500,000 stock options at \$0.05 per share for a period of 5 years subject to the approval of the TSX Venture Exchange. Mr. Gosse replaces Mr. Leo King, P. Geo.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Roman Shklanka, Chairman, at 604-649-6195,
or
Chris McLeod, President, at 604-669-6332
Email: investor@pacificimperialmines.com

Item 9: Date of Report

November 6, 2020.