FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Pacific Imperial Mines Inc. (the "**Company**")
400-1681 Chestnut Street
Vancouver, BC V6J 4M6

Item 2: Date of Material Change

August 13, 2024.

Item 3: News Release

A new release was issued and disseminated on August 15, 2024 and filed on SEDAR+ (www.sedarplus.ca).

Item 4: Summary of Material Changes

The Company announced that it has completed its debt settlement. See Item 5 for full details.

Item 5: Full Description of Material Change

The Company announced that, further to its news release of August 13, 2024, it has completed a debt settlement (the "**Debt Settlement**") through the issuance of 3,682,906 common shares (the "**Shares**") of the Company at a deemed price of $0.03 per Share to settle debt owing for trade payables relating to exploration expenses provided to the Company with a non-related party for a total amount of $110,487.20.

The Shares issued pursuant to the Debt Settlement are subject to the TSX Venture Exchange hold period, plus a hold period of four months and one day expiring on December 14, 2024.

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
Email: investor@pacificimperialmines.com

Item 9: Date of Report

August 15, 2024.