

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

International Millennium Mining Corp.
595 Howe Street, Suite 502
Vancouver, B.C.
V6C 2T5

Item 2 Date of Material Change

August 13, 2004

Item 3 News Release

A news release dated August 13, 2004, delivered to Market News and Canada Stockwatch.

Item 4 Summary of Material Change

The Issuer announces completion of a \$620,000 non-brokered Private Placement at \$0.25 per share for mineral property acquisitions, exploration and geology reporting on the Issuer's Harrison Lake, B.C., property.

Item 5 Full Description of Material Change

See attached news release dated August 13, 2004.

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

N/A.

Item 7 Omitted Information

None

Item 8 Executive Officer

John A. Versfelt, President & CEO, Telephone: 604 681-3674

Item 9 Date of Report

Dated at Vancouver, British Columbia this 13th day of August, 2004.

INTERNATIONAL MILLENNIUM MINING CORP.

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FOR RELEASE: August 13, 2004

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\$620,000 NON-BROKERED PRIVATE PLACEMENT COMPLETED

International Millennium Mining Corp. (the "Company") announces completion of a non-brokered Private Placement of 2,480,670 shares at \$0.25 per share. The placement will provide the Company with just over \$620,000 for mineral property acquisitions, exploration and geology reporting on the Company's Harrison Lake, B.C. property and working capital. A finders fee of up to 5% is payable in cash with respect to this placement..

ON BEHALF OF THE BOARD

(signed "John A. Versfelt")

John A. Versfelt,
President and CEO

This news release may contain forward-looking statements including but not limited to comments regarding the timing and content of upcoming work programs, geological interpretations, potential mineral recovery processes and other business transactions timing. Forward-looking statements address future events and conditions and therefore, involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.