Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

International Millennium Mining Corp.
3rd Floor – 120 Lonsdale Street,
North Vancouver, B.C.
V7M 2E8

Item 2 Date of Material Change

February 28, 2012

Item 3 News Release

A news release dated February 28, 2012, delivered to Marketwire and Canada Stockwatch.

Item 4 Summary of Material Change

The Issuer announces that it has filed on SEDAR amended and restated the unaudited interim condensed consolidated financial statements and management discussion and analysis for the quarters ended March 31, 2011, June 30, 2011, and September 30, 2011.

Item 5 Full Description of Material Change

See attached news release dated February 28, 2012.

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: 604 984-9907

Item 9 Date of Report

Dated at Vancouver, British Columbia this February 28, 2012.

Signed: *"John A. Versfelt"*

John A. Versfelt, President & CEO

FOR RELEASE: February 28, 2012

CONTACT: **John A. Versfelt,** President & CEO

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IMMC FILES AMENDED AND RESTATED FINANCIAL STATEMENTS AND MANAGEMENT DISCUSSION AND ANALYSIS

North Vancouver, BC: International Millennium Mining Corp. (TSX-V: IMI) (the "Company" or "IMMC") announces that it has filed on SEDAR amended and restated the unaudited interim condensed consolidated financial statements and management discussion and analysis for the quarters ended March 31, 2011, June 30, 2011, and September 30, 2011, which have been reviewed and approved by the British Columbia Securities Commission (collectively the "Amended Statements").

The Amended Statements have been revised to reflect the impact of an adjustment of the recording of flow through shares as a result of the transition from Canadian GAAP to International Reporting Standards ("IFRS") as of the date of transition to IFRS (January 1, 2010). In addition the Company has amended the transition effect of its recording of gains and losses on foreign exchange on translation of foreign subsidiaries under IFRS and updated the 2010 comparative information.

International Millennium Mining Corp. (TSX-V: IMI) is a mineral exploration and development company engaged in acquiring known smaller mine deposits, such as its Nivloc, Nevada silver-gold mine project, in the Americas, with the goal of advancing the properties to the mining stage. Emerging targets include silver, gold, copper, zinc and lead. The Company's common shares trade on the TSX Venture Exchange under the symbol: IMI and on the Frankfurt Exchange under the symbol: L9J.
ON BEHALF OF THE BOARD

"John A. Versfelt"

John A. Versfelt,
President & CEO

Further information about the Company can be found on the IMMC website (www.immc.ca), on SEDAR (www.sedar.com) or by contacting Ms. Sheri Barton: 403-217-5830 sheribarton@telus.net or Mr. John Versfelt, President & CEO of the Company at 604-984-9907.

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