

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

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

**Item 2 Date of Material Change**

August 16, 2012

**Item 3 News Release**

A news release dated August 16, 2012, delivered to Marketwire and Canada Stockwatch.

**Item 4 Summary of Material Change**

The Issuer announces the results of its initial National Instrument 43-101 compliant, independent Mineral Resource Estimate on its Nivloc Silver and Gold Project located in southwestern Nevada, USA. The report concludes that the area tested by the 2011 drilling program on the Nivloc Property contains an Inferred Mineral Resource, at 40 g/t Ag cut-off, of 1,640,000 tonnes at a grade of 106.47 g/t Ag and 0.78 g/t Au.

**Item 5 Full Description of Material Change**

See attached news release dated August 16, 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 August 16, 2012.

**Signed:**                    *“John A. Versfelt”*

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



**FOR RELEASE: August 16, 2012**

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**INTERNATIONAL MILLENNIUM MINING CORP. ANNOUNCES INITIAL INFERRED MINERAL RESOURCE ESTIMATE AT ITS NIVLOC, NEVADA PROJECT**

**North Vancouver, BC:** International Millennium Mining Corp. (TSX-V: IMI) (the “Company” or “IMMC”) is pleased to announce the results of its initial National Instrument 43-101 (“NI 43-101”) compliant, independent Mineral Resource Estimate (the “Estimate”) on its Nivloc Silver and Gold Project located in southwestern Nevada, USA (the “Nivloc Property”). The independent technical report, entitled “NI 43-101 Technical Report on the Nivloc Property, Esmeralda County, Nevada, USA” (the “Technical Report”), effective date December 31, 2011, was prepared for the Company by Seymour M. Sears, a consulting Geologist based in Sudbury, Ontario; P. J. Hollenbeck, an independent resource modeling Geologist based in Colorado Springs, Colorado; and, A. David Heyl, an independent Geologist based in Denver, Colorado. The Technical Report will be available under the IMMC profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.immc.ca](http://www.immc.ca), no later than August 31, 2012.

The report concludes that the area tested by the 2011 drilling program on the Nivloc Property contains an Inferred Mineral Resource, at 40 g/t Ag cut-off, of 1,640,000 tonnes at a grade of 106.47 g/t Ag and 0.78 g/t Au. The following table illustrates the resources at selected cut-off grades along with the estimated Ag, Au and total AgEq (Ag equivalent) content in ounces:

**Table 1: Statement of Inferred Mineral Resource in the area drilled on the Nivloc Property, Nevada**

Ag Cutoff g/t	Tonnage	Ag Average Grade, g/t	Au Average Grade, g/t	Ag Total oz	Au Total oz	AgEq Total oz (50:1 Ratio)
10	2,817,000	70.68	0.55	6,422,000	50,000	8,912,000
20	2,176,000	87.20	0.67	6,120,000	47,000	8,464,000
40	1,640,000	106.47	0.78	5,633,000	41,000	7,689,000
60	1,350,000	118.67	0.87	5,167,000	38,000	7,055,000
80	906,000	142.83	1.06	4,175,000	31,000	5,719,000
100	708,000	157.66	1.17	3,599,000	27,000	4,931,000

*Mineral resources that are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, socio-political, marketing or other relevant issues. There is no guarantee that IMMC will be successful in obtaining any or all of the requisite consents, permits or approvals, regulatory or otherwise for the Nivloc project or that the project will be placed into production, or if placed into production, that the project will be successful or profitable.*

*Due to the uncertainty which may attach to Inferred Mineral Resources, it cannot be assumed that all or any part of an Inferred Mineral Resource will be upgraded to an Indicated or Measured Mineral Resource as a result of continued exploration.*

*There can be no assurance that the Mineral Resources or reserves can be economically monetized.*

## Notes Relating to the Inferred Mineral Resource

1. The Mineral Resources in this press release were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council December 11, 2005.
2. Mineral Resources were estimated using an ordinary "Nearest Neighbour" block model with Vulcan modeling software. Grade capping factors of 486 g/t Ag and 3.86 g/t Au were applied. Cut-off grades of 10, 20, 40, 60, 80 and 100 g/t Ag were used to generate a range of resource estimates. A global specific gravity of 2.65 tonnes per cubic metre was utilized. No reductions for mining recovery or otherwise were included in this Estimate.
3. The effective date of these Mineral Resource estimates is December 31, 2011.
4. Mineral Resources tonnage and contained metal have been rounded to reflect the accuracy of the Estimate, consequently the numbers may not definitively total, due to rounding.
5. The Estimate is based on the results from 34 diamond drill holes that tested one section of the Nivloc Structure, which hosts the mineralization. These holes were drilled by IMMC during 2011.
6. A block model was created with 5x5x5 metre blocks. Mineral Resources were classified as Inferred within a maximum true distance of 30 metres from an interpolated block to the nearest capped grade composite sample point.
7. The selected optimal cut-off grade of 40 g/t Ag for the estimated Inferred Mineral Resource was based upon other reported mining operation cut-off grades for similar gold-silver vein deposits.

The Estimate relates only to an area tested by 34 drill holes completed in 2011 and located within a 365 metre long portion of the northeast trending Nivloc Structure. This zone, referred to as the "Target Zone" lies between two small, previously mined zones within the northeast-southwest-trending vein structure and between the 200 and 800 foot level drifts in the old mine workings. The 800 foot mine level is approximately 900 feet vertically below surface, and the vein and workings dip from -45 to -65 degrees toward the northwest. The structure has been traced at surface and in old development drifts for a distance in excess of 2,000 metres. The IMMC 2011 drilling program indicates that the area targeted within the Nivloc Structure ranges from 25 to 70 metres wide and contains several parallel vein zones that were the focus of previous mining at Nivloc. These vein zones are of relatively high grade, but the material separating them is also consistently mineralized and the entire structure may have potential as a bulk-minable deposit, but there can be no assurance of such potential until further work is performed.

The Technical Report recommends a Phase I exploration program having three objectives as follows: 1) improving the level of confidence within the drilled area by tightening the drill spacing (at least 11 drill holes); 2) expanding the currently defined resource area by drill testing along strike towards the northeast and southwest (at least 5 drill holes); and 3) initiate preliminary metallurgical and engineering studies and baseline data collection in anticipation of an underground exploration and development program (Phase II). This recommended work program is expected to upgrade the resource from the inferred to the indicated category, but there can be no assurance of such expected upgrade. It includes 16 drill holes (4,000 metres) and is estimated to cost approximately \$1.3 million.

John A. Versfelt, President and Chief Executive Officer of the Company, comments, "Within one and one half years, IMMC has advanced the Nivloc Mine Project from a non-compliant NI 43-101 historical resource of approximately 575,000 tonnes to an NI 43-101 compliant Inferred Mineral Resource of 1,640,000 tonnes with an estimated Ag equivalent of 7,689,000 oz. The pace of exploration is considerable and we believe that we will add considerably more value during the next year, as we advance the Nivloc project through the next recommended phase. We have accomplished much in a short period of time. However, when one considers that we already have county maintained roads through the project, water rights for up to 60 gallons per minute, electrical infrastructure and a 2.75 m x 2.75 m decline in place to within 60 metres of the 600 foot level of the Nivloc workings, as well as the fact that Nivloc is located in mine development friendly Western Nevada, where work can be conducted year round under average weather conditions, it lends substantial support to our belief that IMMC has the potential to develop this silver/gold resource to the mining stage in a relatively short period of time, compared to most other exploration projects. We sincerely believe that Nivloc presents a fantastic opportunity for the Company."

Seymour M. Sears, P.Geo., a qualified person as defined by National Instrument 43-10 has reviewed and approved the scientific and technical content of this news release on behalf of the Company. A. David Heyl and P.J. Hollenbeck, both of whom are qualified persons as defined by National Instrument 43-101, have reviewed, verified and approved the contents of this news release relating to the Estimate for the Nivloc Property.

All drill core assaying used in the Estimate was conducted using a fire assay, gravity finish method by ALS Chemex, which is an ISO-certified laboratory. The Company has implemented a quality assurance/quality control program to ensure that sampling and analysis of all samples are conducted in accordance with the best possible practices. The system includes the use of standards, blanks and duplicates to ensure analytical accuracy and the submission of duplicate samples to a second laboratory to verify the integrity of the analytical results.

### **Information Regarding the Nivloc Property**

The Technical Report discussed above relates to the Nivloc Property, which is situated in the Silver Peak Mining District of Esmeralda County, Nevada, USA, and consists of (a) one hundred and four (104) unpatented lode mineral claims wholly-owned by International Millennium Mining Inc. ("IMMI"), a Nevada corporation, which is a wholly-owned subsidiary of IMMC (the "IMMI Property"), and (b) eighteen (18) unpatented lode mineral claims wholly-owned by Silver Reserve Corp. ("SRC"), a Delaware corporation, which is a wholly-owned subsidiary of Infrastructure Materials Corp. (OTCBB: IFAM) (the "NL Property").

On February 25, 2011, IMMC, through IMMI, entered into an Option and Joint Venture Agreement with SRC, with Addendum thereto, dated May 22, 2012 (the "Option Agreement").

Pursuant to the Option Agreement, IMMI has the sole and exclusive right and option to purchase an 85% undivided right, title and interest in and to the NL Property in consideration of cash payments to SRC in the total sum of US \$350,000 and the issuance to SRC of 1,925,000 shares of the capital stock of IMMC. After IMMI has paid for and acquired the 85% interest in the NL Property, SRC will retain a 15% undivided interest in the NL Property, and further, SRC shall have the option to purchase a 15% interest in the IMMI Property ("SRC Option"), pursuant to the following protocol: following IMMI's completion of the acquisition of the undivided 85% interest in the NL Property, IMMI shall be required to prepare and present to SRC a feasibility study, as described in the Option Agreement; and, prepare and present to SRC a written one-year exploration plan and budget for the Nivloc Property, accompanied by a cash call notice to SRC for an amount equal to 15% of the exploration budget ("Cash Call"). Upon receipt of the feasibility study, exploration plan and budget and the Cash Call, SRC shall thereupon have a sole and exclusive right and option, for a period not to exceed 120 days from the date of the Cash Call, to acquire a 15% undivided right, title and interest in and to the IMMI Property, and concurrently retain its 15% undivided right, title and interest in and to the SRC Property as consideration for paying to IMMI the amount set forth in the Cash Call. In the event SRC does not exercise the SRC Option, as described herein, the SRC Option shall terminate and SRC's participating interest in the NL Property and IMMI Property shall transfer to IMMI and IMMI shall have an undivided 100% right, title and interest in and to all of the NL Property and IMMI Property, and shall be the sole and exclusive owner of all rights, title and interest in and to the Nivloc Property. In this event, SRC shall nevertheless be entitled to retain and receive a royalty equal to 2% of the net smelter returns from operations on the Nivloc Property, as provided in the Option Agreement.

In the event SRC does not exercise the SRC Option and the Cash Call is not fully funded thereafter by IMMI and/or IMMC within 3 months of the date that the subject Cash Call was delivered to SRC, the status of the property ownership and relationship between SRC and IMMI shall revert to the status prior to the Cash Call, i.e., SRC shall own 15% and IMMI shall own 85% undivided right, title and interest in and to the NL Property.

In the event SRC exercises its SRC Option and pays the amount of the Cash Call, the parties shall thereupon be deemed to have entered into a joint venture with respect to all subsequent exploration, development and mining on the Nivloc Property.

**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 and CEO

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

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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. 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.