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

September 14, 2012

Item 3 News Release

A news release dated September 14, 2012, delivered to Marketwire and Canada Stockwatch.

Item 4 Summary of Material Change

The Issuer announces a private placement of up to $1,000,000 composed of up to 12,500,000 units at $0.08 per unit. Each unit is comprised of one (1) common share and one (1) non-transferable share purchase warrant entitling the holder to purchase an additional share at $0.10 per share for a period of eighteen (18) months from the date of issuance.

Item 5 Full Description of Material Change

See attached news release dated September 14, 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 September 14, 2012.

Signed: *"John A. Versfelt"*

John A. Versfelt, President & CEO

FOR RELEASE: September 14, 2012

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

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Private Placement Announced

North Vancouver, BC: International Millennium Mining Corp. (TSX-V: IMI) (the "Company" or "IMMC") announces a private placement of up to $1,000,000 composed of up to 12,500,000 units at $0.08 per unit. Each unit is comprised of one (1) common share and one (1) non-transferable share purchase warrant entitling the holder to purchase an additional share at $0.10 per share for a period of eighteen (18) months from the date of issuance.

The Company will pay up to an 8% finder's fee and issue broker warrants up to 8% of the private placement units. Each broker warrant entitles the holder to acquire one broker unit at $0.08 for a period of eighteen (18) months from the closing of the placement; each broker unit is comprised of one common share and one ordinary share purchase warrant entitling the holder to acquire one additional share for $0.10 for a period of eighteen (18) months from the closing. The private placement is subject to regulatory acceptance.

The Company will use the proceeds of the private placement for exploration work, including a drilling program, on its Nivloc Silver and Gold Project, located in southwestern Nevada, and for working capital.

International Millennium Mining Corp. 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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