

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

International Millennium Mining Corp.
20 Sixth Street
New Westminster, B.C.
V3L 2Y8

Item 2 Date of Material Change

January 8, 2013

Item 3 News Release

A news release dated January 8, 2013, delivered to Marketwire and Canada Stockwatch.

Item 4 Summary of Material Change

The Issuer reports the results from drill hole numbers 12NL-36 and 12NL-37 completed on its Nivloc Silver and Gold Project located in southwestern Nevada.

Item 5 Full Description of Material Change

See attached news release dated January 8, 2013.

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: 604.527.8135

Item 9 Date of Report

Dated at Vancouver, British Columbia this January 8, 2013.

Signed: *“John A. Versfelt”*

John A. Versfelt, President & CEO



FOR RELEASE: January 8, 2013

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International Millennium 2012 In-Fill Drilling Continues to Verify Thickness and Grades at Nivloc Project

New Westminster, BC: International Millennium Mining Corp. (TSX-V: IMI) (the “Company” or “IMMC”) reports the results from two more drill holes completed on its Nivloc Silver and Gold Project, located in southwestern Nevada. These holes are part of a planned 11 hole drill program designed to reduce the drill hole spacing and confirm continuity of the mineralization in an area drill tested in 2011 and in which a National Instrument 43-101 (“NI 43-101”) compliant Inferred Mineral Resource was estimated (See IMMC News release dated August 16, 2012, and the Company’s website www.immc.ca). This resource area, which is crossed by access/haulage drifts developed on four levels while the mine was in production, lies between two partially mined areas exploited by Desert Silver between 1937 and 1942.

Holes 12NL-36 and 12NL-37 were both collared from pad 6, and tested an area between the 600 and 800 ft levels within and near the eastern end of the 2011 resource area. Drill hole 12NL-36 was an in-fill hole, testing an area between three previously drilled holes, while 12NL-37 was a short step-out hole towards the northeast, although proximal to two other holes completed in 2011. The level numbers referred to above, along with distances from other features, are deemed to be approximate.

Drill Highlights from Hole 12NL-36:

70.0 feet @ 103.0 g/t Ag and 0.43 g/t Au - Main Nivloc vein, including:
 11.0 feet @ 335.6 g/t Ag and 1.12 g/t Au - Main Nivloc vein

Drill Highlights from Hole 12NL-37:

92.0 feet @ 163.8 g/t Ag and 0.80 g/t Au - Main Nivloc vein, including:
 3.5 feet @ 599.0 g/t Ag and 4.27 g/t Au - Main Nivloc vein

A more detailed listing of the intersections is shown in the following table of Drill Hole Results.

Drill Hole Results

Hole No.***	AZ°	Dip°	Interval (ft)	Width (ft) (drill)	Width (ft) (estimated true)*	Ag (g/t)	Au (g/t)	Vein Description**
12NL-36	152	-67	750.0 – 820.0	70.0	66.7	103.0	0.43	MNV
Including			753.0 – 794.4	41.4	39.4	163.3	0.70	MNV
Including			763.0 – 774.0	11.0	10.5	335.6	1.12	MNV
			890.5 – 905.0	14.5	13.8	151.0	0.41	MNV
12NL-37†	109	-64	768.0 – 860.0	92.0	89.2	163.8	0.80	MNV
Including			790.0 – 848.0	58.0	56.2	235.8	1.03	MNV
Including			790.0 – 801.0	11.0	10.7	360.0	2.54	MNV
Including			792.0 – 795.5	3.5	3.4	599.0	4.27	MNV
Also Including			832.0 – 848.0	16.0	15.5	295.6	0.77	MNV

*Estimated true widths are calculated and may change slightly with additional structural information.

**Main Nivloc Vein (MNV).

***Previous drill hole results are set out in the Company’s prior news releases.

† Hole 12NL-37 encountered old workings from 860.0 to 880.0 ft and the hole was lost at the vein lower contact at 886.0 ft.

Both drill holes were designed to test areas of un-mined material located within or immediately adjacent to the main workings of the Nivloc structure. Hole 12NL-37 drifted slightly off from its original bearing and intersected the old workings at the projected depth of the footwall vein. This hole clearly demonstrates that the previous operators mined only the footwall vein in this area. The upper part of the vein remains in place and, where intersected, is significant high grade mineralization. The historical drawings of the underground workings (Desert Silver, 1943) show that the Nivloc structure has been developed by drifting towards the northeast, on at least two levels, for an additional 600 metres beyond hole 12NL-37.

The current in-fill drilling program is focused on confirming continuity of mineralization in the resource area that lies between two previously mined zones, within the northeast-trending Nivloc vein structure. The Company's previous drilling programs outlined an Inferred Mineral Resource between the 440 and 800 ft level drifts in the old mine workings, with lower grade mineralization above the 440 ft level. The 800 ft mine level is approximately 860 feet vertically below the shaft collar, and the vein and workings dip from -45 to -65 degrees toward the northwest. Previous mining at the Nivloc property focused on high-grade mineralized lenses encountered while drifting along the footwall of the vein structure. It appears, from available data, that only one of these parallel vein zones, referred to as the "footwall vein", was exploited by mining activity in the 1930s and 1940s. The IMMC drilling programs indicate that the Nivloc structure ranges from 50 to more than 150 feet wide and contains several parallel vein zones. In addition to the potential for high-grade lenses similar to those mined in the past, the material between the lenses is consistently mineralized and the entire structure may have potential as a low-grade, bulk-minable deposit.

A 2013 exploration program is currently being planned. The drilling portion of this work program will include detailed definition drilling within the current "Inferred Mineral Resource" area, as well as step-out drilling. The step-out drilling will test beneath and to the west of the most westerly workings, as well as to the northeast of the main workings beyond the current target area.

"Now that IMMC has completed and SEDAR filed its initial NI 43-101 compliant inferred resource, it is very satisfying to receive the assay results from our 2012 in-fill drilling program. The results reported today, plus the Hole 12NL-35 results disclosed earlier in December, 2012, are consistent with the reported inferred resource and provide the first step in adding to that resource," states John A. Versfelt, President & CEO of the Company.

Seymour Sears, PGeo, the Company's qualified person under NI 43-101 in charge of the drilling program, reviewed and approved the technical disclosure of this press release on behalf of the Company.

IMMC, through its wholly owned subsidiary, International Millennium Mining Inc., has an option agreement with Silver Reserve Corp. ("SRC"), a wholly owned subsidiary of Infrastructure Materials Corp. (OTCBB: IFAM; TSX-V: IFM), to acquire an 85% interest in SRC's 18 claim NL Property, which forms part of the Nivloc Property. Full details of the land holdings and terms of the option agreement with SRC are available in the Company's August 16, 2012, news release and on the Company's website.

The drill assay intervals were calculated using the weighted average method. All drill core assaying 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 also the submission of duplicate samples to a second laboratory to verify the integrity of the analytical results.

Loan

The Company announces it has accepted a private loan offer for up to \$286,000, from an insider of the Company. The loan will have a term of up to one year at 10% interest. The terms of the loan include the Company's agreement to repay the loan by paying 25% of the net proceeds of any private placements completed by the Company while the loan is outstanding, to a maximum of \$286,000, plus interest owing. The Company shall also issue 715,000 bonus shares to the lender, at \$0.08 per share, equal to 20% of the loan amount, subject to TSX-Venture Exchange approval.

The Company will use the proceeds of the loan for working capital.

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.

Effective September 2012, the Company relocated its office to 20 Sixth Street, New Westminster, B.C. V3L 2Y8.

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 604-527-8135.

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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.