**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

October 7, 2016

## Item 3 News Release

A news release dated October 7, 2016, delivered to Marketwire and Canada Stockwatch.

## Item 4 Summary of Material Change

The issuer announces a private placement of up to CAD$1,200,000. Under the terms of the offering, the Company will issue up to 24,000,000 units at $0.05 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 $0.05 per share, if exercised on or before June 29, 2019. Shares issued under the placement or upon exercise of the warrants are subject to a four month hold period. The Company has also entered into a shares for debt agreement, pursuant to which 502,500 common shares will be issued at a deemed price of $0.05 per share, in satisfaction of CAD$25,125 in trades payable to a company with common officers. The private placement and the issuance of shares for debt are subject to acceptance of the transactions by the TSX-Venture Exchange.

## Item 5 Full Description of Material Change

See attached news release dated October 7, 2016.

## 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 New Westminster, British Columbia this October 7, 2016.

**Signed:** *"John A. Versfelt"*

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

FOR RELEASE: October 7, 2016

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CONTACT: John A. Versfelt, President & CEO

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**International Millennium Mining Corp. Announces Private Placement and Shares for Debt Transaction**

**October 7, 2016 – Vancouver, British Columbia** – International Millennium Mining Corp. ("IMMC" or the "Company") (TSX-V:IMI) announces a private placement of up to CAD$1,200,000. Under the terms of the offering, the Company will issue up to 24,000,000 units at $0.05 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 $0.05 per share, if exercised on or before June 29, 2019. Shares issued under the placement or upon exercise of the warrants are subject to a four month hold period.

The Company will pay up to a 7.5% finder's fee and issue broker warrants up to 7.5% of the private placement units. Each broker warrant entitles the holder to acquire one (1) common share for $0.05, for a period of twenty-four (24) months from the date of closing. The private placement is subject to acceptance of the transaction by the TSX-Venture Exchange (the "Exchange").

The Company will use the proceeds of the private placement for exploration work on its Nevada Nivloc silver and gold property (the "Nivloc Property") and for working capital. The proceeds will also be used to exercise the Company's option to purchase Silver Reserve Corp.'s two percent (2%) of Net Smelter Returns royalty interest on production from the Nivloc Property (the "2% NSR"), pursuant to the terms of the Sale and Purchase Agreement, announced by the Company in its February 2, 2016 news release, half of which will be granted to a 3rd party following the purchase, transfer and recording of the 2% NSR for and on behalf of IMMC's wholly owned Nevada subsidiary.

In addition, IMMC has entered into a shares for debt agreement, pursuant to which the Company will issue 502,500 common shares at a deemed price of $0.05 per share, in satisfaction of CAD$25,125 in trades payable to a company with common officers. IMMC determined to satisfy the indebtedness with common shares in order to preserve its cash for working capital and Nivloc Property expenditures. The shares will be issued upon acceptance of the transaction by the Exchange. The common shares issued in satisfaction of the indebtedness will be subject to a four month hold period from the date of issuance.

**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, and copper. 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 SEDAR ([www.sedar.com](http://www.sedar.com)) or by contacting Mr. John Versfelt, President & CEO of the Company at 604-527-8135.

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