This is the form of material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*.

FORM 53-901F
(Previously From 27)

MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this are complied with.

NOTE; If this report is filed on a confidential basis, put at the beginning of the report in block capitals "CONFIDENTIAL – SECTION 85", and file in an envelope marked "Confidential – Attention: Supervisor, Financial Reporting".

1 Reporting Issuer

INTERNATIONAL BETHLEHEM MINING CORP.
2489 Bellevue Avenue
West Vancouver, British Columbia V7V 1E1

Telephone (604) 922-2030

(the "Company" or "International Bethlehem")

2 Date of Material Change

December 16, 2010

3 Press Release

Issued in West Vancouver, B.C. on December 16, 2010 under Section 85 (1) of the Act and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

International Bethlehem reported that it has confirmed the presence of Rare Earth Elements ("REE") and niobium and tantalum on its Myoff Creek Property.

5 Full Description of Material Change

The Company reported that it has confirmed the presence of Rare Earth Elements ("REE") and niobium and tantalum on its Myoff Creek Property.

The Myoff Creek REE Property (formerly known as the REN carbonatite) is located about 59 km northwest of Revelstoke, British Columbia (45 km north of the Trans Canada Highway via a primary gravel logging road and then approximately 8 km via a secondary logging road which requires some minor rehabilitation). Historically, the Property has been viewed as a potentially significant REE property following its initial staking in 1982 by Duval International Corporation. Since then the Property has been explored by prospecting, geological mapping, silt, soil and pan concentrate sampling, magnetometer and spectrometer/scintillometer surveys, and by an aggregate of approximately 750 metres of trenching and sampling in 8 trenches covering approximately 1 kilometre of strike length. Most of the REE carbonatite zone on the Property is exposed on a gentle north facing subalpine slope. The historical work on the Property was completed by the previous property owners, Duval International Corporation, Teck Corporation and Cross Lake Minerals Ltd. Most recently, the Company has conducted its own initial investigations on the Property. At that time, the northern most trench, MT-01-1 (of the 8 trenches that were historically explored), was sampled. A grab sample of 2.96 kg that was taken from MT-01-1 trench was subsequently assayed at ALS-Chemex (ALS Canada Ltd.) in North Vancouver, BC for ICP-MS 38 element fusion (ME-MS81) and returned 815 ppm Nb_2O_5 (Niobium), 43 ppm Ta_2O_5 (Tantalum), 2,068 ppm Ce_2O_3 (Cerium) , 1,061 ppm La_2O_3 (Lanthanum) and a significant 994 ppm Nd_2O_3 (Neodymium). Preliminary results tend to underline and confirm the generally erratic distribution of the elements of economic interest in the host carbonatite. The analysis to date by the Company suggests an enrichment of Niobium, Tantalum and to some extent Cerium, Lanthanum and Neodymium in the central and hanging wall portions of the REN carbonatite.

"In light of the current demand and lack of supply of Rare Earth Elements, the decision to acquire and the planned exploration of the Myoff Creek Property could not have been made at a more timely moment.", says Ronald Coombes, President and CEO of International Bethlehem Mining Corp.

The Myoff Creek REN carbonatite is a sheet-like body of intrusive carbonatite striking northwest-southeast and dipping from 25 to 45 degrees southwest. Extensive zones of mafic biotite-rich pyroxene-amphibole fenite and potassic feldspar-albite fenite occur as alteration envelopes peripheral to and within the carbonatite. The REE carbonatite zone has been traced for approximately 3 kilometres along strike and varies in width from 10 to 200 metres. The estimated size of the REE carbonatite at surface may allow for significant potential of tonnage within the mineralized carbonatite.

Necessary approvals for the Company's 2011 Mines Act Permit have recently been obtained (subject to the Company completing the bonding requirements). The planned core drill program will test (for the first time) the grade and thickness of the REN carbonatite to a depth of 100 metres below the zone of surface weathering. Up to 16 drill holes from 8 locations (totaling 2,500 metres) are planned. All drill hole locations fall on existing logging roads or skid trails, thus minimizing impact on the local environment.

International Bethlehem has an option to earn a 100% interest in the Myoff Creek Property upon issuing 1,000,000 shares to the vendor of the Property (250,000 issued to date) and incurring $250,000 in exploration expenditures over a three year period.

Any historical data and information contained in this new release does not meet current NI 43-101 standards, and therefore, can not be relied upon. Robert Middleton, P.Eng., who is acting as the Qualified Person for the Company's Myoff Creek Property project in accordance with regulations under NI 43-101, has reviewed this news release and believes that the historical data and information is relevant and was calculated by competent geologists to the standards of the period in which it was calculated.

For further information, contact Mr. Clive Shallow, investor relations at 604-922-2030 or visit the Company's website at www.bethlehemmining.com.

6 Reliance on Section 85(2) of the Act

Not applicable

7 Omitted Information

No information has been intentionally omitted from this form.

8 Senior Officers

Ronald A. Coombes, President & CEO
Sead Hamzagic, CFO

Further information may be obtained from Bruce E. Morley, director of the Company, 2489 Bellevue Avenue, West Vancouver, British Columbia, V7V 1E1, (604) 922-2030

9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at West Vancouver, British Columbia, this 16th day of December, 2010.

INTERNATIONAL BETHLEHEM MINING CORP.

"Bruce E. Morley"

____
Signature

Director______________________
(Official capacity - please print)

Bruce E. Morley________________
(Please print here name of individual whose signature appears above, if different from name of vendor or agent printed above)