

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 Form 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

September 26, 2011

3 Press Release

Issued in West Vancouver, B.C. on September 26, 2011 under Section 85 (1) of the Act and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

International Bethlehem completed its initial drilling program on its Myoff Creek Rare Earths Elements property.

5 Full Description of Material Change

International Bethlehem announced that the Company has completed its initial drilling program on its Myoff Creek Rare Earths Elements property ("the Myoff Creek Property"). The Myoff Creek Property is located approximately 100 kilometres by road north-northeast of the community of Seymour Arm in southeastern British Columbia.

One of the primary objectives of the first phase of core drilling was to test the grade and thickness of the historically known "REN carbonatite" zone at a depth of 25 metres to greater than 100 metres below the zone of surface weathering. As part of this drill program, the Company completed a total of 1,134 metres of NQ core from 8 holes at 6 setup locations and tested the carbonatite zone over a 1 km strike length.

The carbonatite zone intervals within the 8 drill holes are as follows:

Drill Hole Number	From (metres)	To (metres)	Interval (metres)	True Thickness (metres)
MC- 11- 01	18.5	49.5	31.0	31.0
MC- 11- 02	28.6	66.4	37.8	31.0
MC- 11- 03	8.2	63.1	54.9	54.9
MC- 11- 04	27.7	123.1	95.4	95.4
MC- 11- 05	23.2	94.2	71.0	71.0
MC- 11- 06	74.0	158.0	84.0	84.0
MC- 11- 07	90.0	180.0	90.0	74.0
MC- 11- 08	75.4	145.4	70.0	70.0

The above table indicates the true thicknesses of the composite carbonatite zone, which includes screens and interlayers of mafic and potassic fenite, pegmatite and intruded country rock. Each drill hole penetrated the carbonatite zone from the hanging wall to the footwall and overall the drill core recovery was close to 100%.

The Company has interpreted the drilling results to indicate that the true thickness of carbonatite zone is between 31 to 95 metres over the 8 drills holes. The drill core is being delivered to a secure facility at the University of British Columbia, Department of Earth and Ocean Sciences (under the supervision of Professor Lee A. Groat), where it will be split and further examined, analyzed and assayed for Niobium (Nb), Tantalum (Ta), and Rare Earth Elements. The results from such analysis will be released by the Company once received and reviewed.

This news release has been reviewed and approved by Warner Gruenwald, P. Geo., who is acting as the Company's Qualified Person for the Myoff Creek Property project, in accordance with regulations under NI 43-101.

A drill plan and cross sections from the completed program will be available for viewing on the Company's website (www.bethlehemmining.com).

For further information, contact Mr. Clive Shallow, Shareholder Communications, at 604-922-2030, Robert A. Young, Investor Relations, at 604-682-5123 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 26th day of September, 2011.

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)