

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

November 17, 2011

3 Press Release

Issued in West Vancouver, B.C. on November 17, 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 announced a non-brokered private placement.

5 Full Description of Material Change

The Company announced that, subject to regulatory approval, it intends to proceed with a non-brokered private placement (the "Private Placement") to raise up to \$50,000 by the issuance of 500,000 units (the "Units") at \$0.10 per Unit. Each Unit will consist of one common share and one share purchase warrant, with each warrant entitling the holder to purchase an additional common share at a price of \$0.10 for a period of one year from the closing date. With respect to this Private Placement, the Company may pay finders' fees in the amount of 10% of the proceeds raised from the sale of the Units (payable in cash or Units at a deemed price unit of \$0.10 per Unit) purchased by subscribers introduced to the Company by such finders.

The proceeds from this Private Placement will be used for furthering the exploration of the Company's "Myoff Creek" Rare Earth Elements Property located 55 km northwest of Revelstoke, B.C.

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 17th day of November, 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)