

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

September 24, 2012

3 Press Release

Issued in West Vancouver, B.C. on September 24, 2012 under Section 85 (1) of the Act and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

The Company enters into Option Agreement with Magnum Capital Corp. and announces exploration plans for LH and Willa Properties near Silverton, BC.

5 Full Description of Material Change

The Company announced that, subject to regulatory approval, it has entered into an Option Agreement, dated September 6, 2012 (the "Option Agreement") with Magnum Capital Corp. ("Magnum"), pursuant to which International Bethlehem has granted Magnum an option to acquire a 51% interest in the Company's "LH" and "Willa" gold exploration properties (collectively the "Property") near Silverton, British Columbia (the "Acquisition"). Magnum is a capital pool company (TSXV: MGK.P) and intends for the Acquisition to constitute its "Qualifying Transaction", as such term is defined in the policies of the TSX Venture Exchange (the "Exchange"), and accordingly, the Acquisition is subject to Magnum obtaining applicable regulatory and shareholder approvals.

International Bethlehem has agreed to grant Magnum an option to acquire a 51% interest in the Property, and in return, Magnum has agreed to pay the Company \$100,000 following the date on which the Exchange grants its acceptance to the Option Agreement (the "Effective Date"). Additionally, Magnum will be required to incur expenditures on the Property totaling \$500,000 (\$250,000 by the first anniversary of the Effective Date and an additional \$250,000 by the second anniversary of the Effective Date). As well, Magnum will be required to issue

3,000,000 shares to International Bethlehem (1,000,000 shares by the first anniversary of the Effective Date; an additional 1,000,000 shares by the second anniversary of the Effective Date; and an additional 1,000,000 shares upon the Property receiving a bankable feasibility report). As a condition to Magnum performing its obligations under the Option Agreement, International Bethlehem has agreed to incur between \$100,000 to \$150,000 in exploration expenditures on the Property, as referred to below.

Property Geology of the Area

The Company is aware that there has been a long history of exploration in the Property area and based on a review of the BC MINFILE Mineral Inventory database, the Company believes that the primary zone of mineralization within the "LH occurrence" follows a zone of fracturing, faulting and silicification within a roof pendant of Lower Jurassic Rosslund Group metavolcanics. The zone width is 6.1 to 13.7 metres, striking nearly east-west and dipping north at about 55 degrees. According to the BC MINFILE Mineral Inventory database records, the disseminated gold mineralization is hosted in quartz lenses and veins 30 to 60 centimetres wide and consists of native gold, arsenopyrite, pyrite and pyrrhotite with minor chalcopyrite and native arsenic.

Planned Work Program

Specifically, the Company intends to proceed with a drill exploration program on the Property, which Property is located approximately 8 km south of Silverton, British Columbia, on the east side of Slocan Lake. Access to the Property is by Red Mountain Road (7.9 km south of Silverton along Highway 6) for 2 km, and a four-wheel drive road up Fingland Creek for 5 km. The Company's drill program focus will be in an area approximately 700 metres to the south of the LH occurrence. As part of the exploration program, the Company plans to drill an initial drill hole in the vicinity of a drill hole (LH88-23) originally drilled by Goldpac Investments Ltd. ("Goldpac") in 1988. The Company believes that drill hole LH88-23 was drilled to a depth of 388 metres and that the drilling results obtained by Goldpac are worthy of further exploration.

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

For further information, contact Mr. Clive Shallow, Shareholder Communications 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

Douglas L. Mason, CEO
Ronald A. Coombes, President & COO
Sead Hamzagic, CFO

Further information may be obtained from Valerie Samson, Manager of Corporate Affairs, 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 24th day of September, 2012.

INTERNATIONAL BETHLEHEM MINING CORP.

"Valerie Samson"

Signature

Manager of Corporate Affairs
(Official capacity - please print)

Valerie Samson
(Please print here name of individual whose signature appears above, if different from name of vendor or agent printed above)