

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

February 4, 2013

3 Press Release

Issued in West Vancouver, B.C. on February 4, 2013 under Section 85 (1) of the Act and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

The Company announced assay results from its initial core drill hole exploration program on the LH Property.

5 Full Description of Material Change

The Company announced assay results from the Company's initial core drill hole exploration program which was recently completed in November 2012.

The Company's gold exploration property, which consists of 19 contiguous crown granted claims (the "LH Property") and four mineral claims (the "Willa Property"), collectively comprising approximately 1,500 hectares, is located approximately 7 km south of Silverton, British Columbia, on the east side of Slocan Lake (collectively the "Properties"). Access to the Properties is via Highway 6 for 8 km south of Silverton and then via Red Mountain Road for 2 km and a four-wheel drive road along Fingland Creek for 5 km.

The Company's exploration drill program comprised a single, helicopter supported, core drill hole (LH-12-25), which was drilled to a depth of 246 metres. The assay results for drill hole LH-12-25 are presented in the following table:

Hole Number	From (metres)	To (metres)	Width (metres)	Gold (Au) (g/tonne)
LH-12-25				
	37.00	38.00	1.00	14.700
	53.00	92.00	39.00	0.437
including	59.00	65.00	6.00	0.616
including	63.58	64.00	0.42	2.501
and	81.86	90.00	8.14	0.903
including	83.37	86.50	3.13	1.432
and	99.00	124.00	25.00	0.152
	145.04	163.00	17.96	0.466
including	149.00	154.00	5.00	1.277
including	153.23	154.00	0.77	2.555

Drill core was split and sent to Acme Analytical Laboratories (Vancouver) Ltd. The samples were crushed to 75% minus 10 mesh (<1.7mm) and a 250 gram subsample is riffle split then pulverized to 95% minus 150 mesh (<100 microns). Gold analysis was performed on a 30 gram subsample by fire assay extraction with AA ("Atomic Absorption") finish. Overlimits (>10 ppm) were re-assayed with gravimetric finish.

Property Geology of the Area

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 Rossland 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.

The Company's initial drill program focused in an area approximately 700 metres to the south of the LH occurrence, which the Company believes is a separate and distinct potential gold target occurrence.

Historical Drilling and Assay Results on the "Ridge Prospect"

The Company's exploration program was designed to confirm a potentially significant gold discovery on the LH Property as previously reported by Goldpac Investments Ltd. ("Goldpac"). Specifically, in 1988 Goldpac acquired an option on the LH Property from Andaurex Resources Inc., now known as Andaurex Industries Inc. ("Andaurex") and at that time Goldpac completed an exploration drill program on the Property. It is the Company's understanding that, notwithstanding encouraging drilling and assay results, Goldpac was financially unable to maintain its option on the LH Property and the Property reverted back to Andaurex. The LH Property was subsequently acquired by International Bethlehem in 2003. Based on the Company's review and analysis of the historical data and assays from Goldpac's 1988 drill

program, the Company focused its recent exploration program within the area previously drilled by Goldpac. Of particular interest was Goldpac's historical drill hole DDH-88-23, which assay results are presented in the following table:

Hole Number	From (metres)	To (metres)	Width (metres)	Gold (Au) (g/tonne)
DDH-88-23				
	65.18	75.96	10.78	4.457
	148.10	199.06	50.96	1.200

Historical drill hole DDH-88-23 was drilled by Goldpac on a steep ridge in an effort to follow up on a discovery of a gold bearing skarn (the "Ridge Prospect"). The Ridge Prospect and the local geology had been mapped by a previous optionee (Noranda Exploration Company Limited (NPL)) for a distance of at least 450 metres to the north of the area of the Company's present drilling activity. In an effort to confirm and replicate Goldpac's historical exploration and assay results, the Company positioned its drill hole LH-12-25 fifty (50) metres to the northeast, downslope and on the same azimuth as Goldpac's DDH-88-23 drill hole. Based on the results of such drilling and assays, the Company believes that it has been able to confirm the existence of a potentially significant skarn target hosting a gold occurrence.

The historical assays in the table above and as referred to herein, do not meet NI 43-101 standards, and therefore should not be relied upon. The Company's Qualified Person has reviewed, but not verified, the historical assays and related information and believes that such assays and information are relevant and were completed by competent persons to the standards of the period in which the assays and information were completed.

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.

By Option Agreement dated September 6, 2012 (the "Option Agreement"), the Company agreed to grant an option to Magnum Capital Corp. ("Magnum") to acquire a 51% interest in the Properties, and in return, Magnum has agreed to pay the Company \$100,000 following the date on which the TSX Venture Exchange accepts the Option Agreement (the "Effective Date"). Additionally, Magnum has agreed to incur expenditures on the Properties 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 has agreed 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 on or before 10 years after the option has been earned in). The LH Property is subject to a 1% net smelter return royalty (which royalty reduces to a 0.5% net smelter return once royalties of \$350,000 have been paid) and such royalty can be purchased for \$1.2 million at any time up until December 31, 2015. The Willa Property is subject to a 1% net smelter return royalty (which royalty reduces to a 0.5% net smelter return once royalties of \$500,000 have been paid) and such royalty can be purchased for \$3 million at any time up until July 15, 2015. In keeping with the terms of the Option Agreement with Magnum, International Bethlehem completed the initial drill exploration program referred to above.

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 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 4th day of February, 2013.

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)