

FORM 51-102F3
Material Change Report

1. Name and Address of Company

International Iconic Gold Exploration Corp. (the “**Company**”)
3020 – 700 West Georgia St.
Vancouver, BC V7Y 1K8

2. Date of Material Change

September 24, 2021

3. News Release

The news release dated September 24, 2021 was issued on September 24, 2021 through Market News and Stockwatch.

4. Summary of Material Change

On September 24, 2021, the Company announced that the TSX Venture Exchange has approved the change of name (“**Name Change**”) of the Company to **International Iconic Gold Exploration Corp.** The Name Change will become effective at the opening of the market on September 29, 2021 under the new symbol “**ICON**”.

The Company also announced its intention to settle debt (the “**Debt Settlement**”) in the amount of \$10,000 owed by the Company to one creditor by the issuance of 200,000 common shares (each, a “**Share**”) of the Company at a price of \$0.05 per Share.

The proposed Debt Settlement is subject to the approval of the TSX Venture Exchange and entry into a debt settlement agreement with the creditor.

All securities issued in connection with the Debt Settlement will be subject to a statutory hold period expiring four months and one day after issuance of the securities.

A company that Robert Abenante is the sole director, officer and shareholder of, will be participating in the Debt Settlement and is considered to be a “related party” within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) and the issuance is considered to be a “related party transaction” within the meaning of MI 61-101 but the issuance will be exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the Company’s shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the shares to be issued to each related party does not exceed 25% of the Company’s market capitalization.

The Company has appointed Taryn Stemp as its Corporate Secretary.

The Company has issued 3,450,000 options at \$0.05 to officers and directors of the Company, that shall vest at 25% every 6 months, for a total vesting schedule of two (2) years.

The Company has signed an agreement with AI Genius Marketing Inc. (“**AI Genius**”) to provide market research, market insight, and analysis services in North America for a period of twelve (12) months. As compensation for services, the Company will issue AI Genius 1,000,000 Stock Options at a price of \$0.05, with a vesting schedule of twelve (12) months.

The Company has signed an agreement with Fairview Inc. (“**Fairview**”) to provide market support, coordination and shooting of videos and interviews, and copywriting services for a period of twelve (12) months. As compensation for services, the Company will issue Fairview 1,000,000 Stock Options at a price of \$0.05, with a vesting schedule of twelve (12) months.

The Company has signed an agreement with Dauntless Media Inc. (“**Dauntless**”) to provide website content support, social media support, assist with creating and reviewing digital media content, and branding services for a period of twelve (12) months. As compensation for services, the Company will issue Dauntless 1,000,000 Stock Options at a price of \$0.05, with a vesting schedule of twelve (12) months.

The Company has signed an agreement with Signal Point Communications Inc (“**Signal Point**”) to provide corporate communications copywriting, assist in making business introductions and joint venture sourcing, marketing and creative introductions, and general business consulting. As compensation for services, the Company will issue Signal Point 1,000,000 Stock Options at a price of \$0.05, with a vesting schedule of twelve (12) months.

The Company has engaged AlphaOne Media Group Inc. (“**AlphaOne**”) to manage its investor relations division (the “**Investor Relations Agreement**”). AlphaOne will manage all of the Company’s investor calls and emails for a period of twelve (12) months. As compensation for services, AlphaOne will receive a monthly fee of \$7,500 and the Company will issue AlphaOne 1,000,000 Stock Options at a price of \$0.05, with a vesting schedule of twelve (12) months.

AlphaOne is a full-service Investor Relations and Marketing company that focusses on both private and public companies. AlphaOne offers communication services such as investor relations as well as marketing services over several mediums to provide effective, thorough market awareness programs that are specifically designed to maximize exposure and bring value to shareholders. AlphaOne’s dedicated and experienced team strives to promote its clients to the public and educate potential investors on their developments.

5. Full Description of Material Change

5.1 Full Description of Material Change

See Item 4 above and the attached news release with respect to the matters described above in Item 4.

Disclosure Required by MI 61-101

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

See Item 4 above for a description of the Debt Settlement.

(b) the purpose and business reasons for the transaction:

The purpose of the Debt Settlement is to reduce the Company’s liabilities while preserving its cash.

(c) *the anticipated effect of the transaction on the issuer's business and affairs:*

The Company does not anticipate any material effect on the Company's business and affairs.

(d) *a description of:*

(i) *the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:*

1053345 BC Ltd. ("**1053345**"), a company wholly owned by Robert Abenante, the President, CEO and a director of the Company, will be issued 200,000 Shares in settlement of \$10,000 worth of debt.

(ii) *the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:*

The following table sets out the effect of the Debt Settlement on the percentage of securities of the Company beneficially owned or controlled by Mr. Abenante:

Name and Position	Dollar Amount of Shares Purchased	Number of Securities Purchased	No. of Shares Held prior to Closing of the Debt Settlement	Percentage of Issued and Outstanding Shares prior to Closing of the Debt Settlement	No. of Shares Held After Closing of the Debt Settlement	Percentage of Issued and Outstanding Shares After Closing of the Debt Settlement
Robert Abenante President, CEO and Director	\$10,000	200,000 Shares	Undiluted: 8,650,000 ⁽¹⁾ Diluted: 11,550,000 ⁽²⁾	Undiluted: 8.56% ⁽³⁾ Diluted: 11.11% ⁽⁴⁾	Undiluted: 8,850,000 ⁽⁵⁾ Diluted: 11,750,000 ⁽⁶⁾	Undiluted: 8.74% ⁽⁷⁾ Diluted: 11.28% ⁽⁸⁾

(1) Comprised of: (i) 850,000 Shares held indirectly by 1022698 B.C. Ltd. ("**1022698**"), a company controlled by Mr. Abenante, and (ii) 7,800,000 Shares held indirectly by 1053345.

(2) Comprised of: (i) 850,000 Shares held indirectly by 1022698, (ii) 7,800,000 Shares held indirectly by 1053345, (iii) 100,000 stock options (each, an "**Option**") held directly, each of which is exercisable into one Share, at a price of \$0.11 per Share until August 21, 2023, and (iv) 2,800,000 warrants (each, a "**Warrant**") held indirectly by 1053345, each of which is exercisable into one Share, at a price of \$0.055 per Share until March 17, 2024.

(3) Based on 101,075,432 Shares outstanding prior to the completion of the Debt Settlement.

(4) Based on 103,975,432 Shares outstanding on a partially-diluted basis prior to the completion of the Debt Settlement, comprised of: (i) 101,075,432 Shares outstanding prior to the completion of the Debt Settlement, (ii) 100,000 Shares that may be issued on exercise of Options held directly and (iii) 2,800,000 Shares that may be issued on exercise of Warrants held indirectly by 1053345.

(5) Comprised of: (i) 850,000 Shares held indirectly by 1022698, and (ii) 8,000,000 Shares held indirectly by 1053345.

(6) Comprised of: (i) 850,000 Shares held indirectly by 1022698, (ii) 8,000,000 Shares held indirectly by 1053345, and (iii) all of the convertible securities of the Company set out in footnote (2) above.

(7) Based on 101,275,432 Shares outstanding following the completion of the Debt Settlement.

(8) Based on 104,175,432 Shares outstanding on a partially diluted-basis following the completion of the Debt Settlement, comprised of: (i) 101,275,432 Shares outstanding following the completion of the Debt Settlement, (ii) 100,000 Shares that may be issued on exercise of Options held directly, and (iii) 2,800,000 Shares that may be issuable on exercise of Warrants held by 1053345.

(d) *unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:*

Mr. Abenante abstained on the resolution of the board of directors approving the Debt Settlement with respect to the issuance of Shares to 1053345. A special committee was not

established in connection with the approval of the Debt Settlement, and no materially contrary view or abstention was expressed or made by any director.

- (e) *a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:*

Not applicable.

- (g) *disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:*

- (i) *that has been made in the 24 months before the date of the material change report:*

Not applicable.

- (ii) *the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:*

Not applicable.

- (h) *the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:*

The Company will enter into a debt settlement and subscription agreement with 1053345 pursuant to which 1053345 will acquire 200,000 Shares in settlement of \$10,000 worth of debt.

- (i) *disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:*

The Debt Settlement is exempt from the valuation and minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contained in Sections 5.5(b) as the Company's shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the Shares issued to each related party did not exceed 25% of the Company's market capitalization.

As this material change report is being filed less than 21 days before the closing of the Debt Settlement, there is a requirement under MI 61-101 to explain why the shorter period is reasonable or necessary in the circumstances. In the view of the Company, such shorter period is reasonable and necessary in the circumstances because the Company wished to complete the Debt Settlement in a timely manner.

5.2 *Disclosure for Restructuring Transactions*

Not applicable.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

None.

8. Executive Officer

Robert Abenante, President and CEO, 236-266-5121

9. Date of Report

September 29, 2021



September 24, 2021

TSX.V Symbol: MFM

MARIFIL ANNOUNCES NAME CHANGE AND CORPORATE UPDATE

MARIFIL MINES LIMITED (the “**Company**”) announces that the TSX Venture Exchange has approved the change of name (“**Name Change**”) of the Company to **International Iconic Gold Exploration Corp.** The Name Change will become effective at the opening of the market on September 29, 2021 under the new symbol “**ICON**”.

The Company is pleased to announce its intention to settle debt (the “**Debt Settlement**”) in the amount of \$10,000 owed by the Company to one creditor by the issuance of 200,000 common shares (each, a “**Share**”) of the Company at a price of \$0.05 per Share.

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MARIFIL MINES LIMITED

www.marifilmines.com

**Per: "Rob Abenante"
Robert Abenante
President & CEO**

For further information, please contact:

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Email: info@marifilmines.com**

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