

**MATERIAL CHANGE REPORT  
PURSUANT TO SECTION 7.1 OF NATIONAL INSTRUMENT 51-102  
RESPECTING CONTINUOUS DISCLOSURE OBLIGATIONS**

ITEM 1: **Name and Address of Corporation**

Imperial Mining Group Ltd. (the “Corporation” or “Imperial”)  
(the “Corporation” or “Imperial”)  
410, Saint-Nicolas Street, Suite 236  
Montréal (Québec)  
H2Y 2P5

ITEM 2: **Date of Material Change**

December 21, 2023.

ITEM 3: **News Release**

A press release was issued in English by the Corporation on December 21, 2023. A copy of this press release is attached hereto.

ITEM 4: **Summary of Material Change**

On December 21, 2023, the Corporation announced that it that it closed a non-brokered Critical Minerals Flow-Through private placement through the issuance of 10,200,000 shares on a “flow-through” basis (“FT Shares”) at a price of \$0.10 per FT Share for aggregate gross proceeds of \$1,020,000 (the “Offering”).

ITEM 5: **Full Description of Material Change**

On December 21, 2023, the Corporation announced that it that it closed a non-brokered Critical Minerals Flow-Through private placement through the issuance of 10,200,000 shares on a “flow-through” basis at a price of \$0.10 per FT Share for aggregate gross proceeds of \$1,020,000.

The proceeds from the Offering will be used to incur eligible “Canadian critical minerals exploration expenses” at the Corporation’s Crater Lake Scandium project in Québec that will qualify as “flow-through critical mineral mining expenditures” within the meaning of the Income Tax Act (Canada).

In connection with the Offering, the Corporation paid finders’ fees for a total of \$51,000 in cash to finders, which were all at arms’ length with the Corporation. All securities issued pursuant to the Offering are subject to the applicable statutory hold period of four (4) months and one (1) day from the closing date. The Offering is subject to the final approval of the TSX Venture Exchange (the “TSXV”).

Two directors and one officer of the Corporation, namely Jeffrey Swinoga, Nicholas Nikolakakis and Luc C. Duchesne, each acquired, respectively, 100,000, 100,000 and 150,000 FT Shares in the Offering, and such transaction is considered to be a “related party transaction” as defined under Multilateral Instrument 61-101. As such, the shareholding of Messrs. Swinoga, Nikolakakis and Duchesne each increased approximately to 0.27%, 0.04% and 0.61% respectively (increased approximately to 0.9%, 0.35% and 0.88% on a partly diluted basis, respectively). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the Corporation is listed on the TSXV and the fair market value of any securities issued to or the

consideration paid does not exceed 25% of the Corporation's market capitalization. Imperial did not file a material change report more than 21 days before the closing of the Offering, as the details of the aforementioned insiders' participation had not been confirmed at that time. The Board Members of Imperial reviewed the state of the financial market and unanimously determined that the terms and conditions of the Offering, including the subscriptions of the related parties, were fair and equitable and represented the best strategic financing option available.

ITEM 6: **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

ITEM 7: **Omitted Information**

Not applicable.

ITEM 8: **Executive Officer**

For further information, please contact Mr. Pierre Neatby, President and Chief Executive Officer of the Corporation at (514) 360-0571.

ITEM 9: **Date of Report**

December 29, 2023.



---

## Imperial Mining Closes \$1M Critical Minerals Flow-Through Private Placement

**MONTRÉAL, QUÉBEC – December 21, 2023 – Imperial Mining Group Ltd. (the “Company” or “Imperial”)** (TSX VENTURE: **IPG**; OTCQB: **IMPNF**) is pleased to announce that it closed today a non-brokered Critical Minerals Flow-Through private placement through the issuance of 10,200,000 shares on a “flow-through” basis (“**FT Shares**”) at a price of \$0.10 per FT Share for aggregate gross proceeds of \$1,020,000 (the “**Offering**”).

“The Offering supports our 2024 objectives of progressing Crater Lake towards a Pre-Feasibility Study. The Company will complete fundamental work on the project that supports the PFS.” Said Pierre Neatby, President and CEO of Imperial.

The gross proceeds from the Offering will be used to incur eligible “Canadian critical minerals exploration expenses” at the Company’s Crater Lake Scandium project in Québec that will qualify as “flow-through critical mineral mining expenditures” within the meaning of the *Income Tax Act* (Canada).

In connection with the Offering, the Company paid finders’ fees for a total of \$51,000 in cash to finders, which were all at arms’ length with the Company. All securities issued pursuant to the Offering are subject to the applicable statutory hold period of four (4) months and one (1) day from the closing date. The Offering is subject to the final approval of the TSX Venture Exchange (the “**TSXV**”).

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

### **Multilateral Instrument 61-101**

Two directors and one officer of the Company, namely Jeffrey Swinoga, Nicholas Nikolakakis and Luc C. Duchesne, each acquired, respectively, 100,000, 100,000 and 150,000 FT Shares in the Offering, and such transaction is considered to be a “related party transaction” as defined under Multilateral Instrument 61-101 (“**MI 61-101**”). As such, the shareholding of Messrs. Swinoga, Nikolakakis and Duchesne each increased approximately to 0.27%, 0.04% and 0.61% respectively (increased approximately to 0.9%, 0.35% and 0.88% on a partly diluted basis, respectively). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the Company is listed on the TSXV and the fair market value of any securities issued to or the consideration paid does not exceed 25% of the Company’s market capitalization. Imperial did not file a material change report more than 21 days before the closing of the Offering, as the details of the aforementioned insiders’ participation had not been confirmed at that time. The Board Members of Imperial reviewed the state of the financial market and unanimously determined that the terms and conditions of the Offering, including the subscriptions of the related parties, were fair and equitable and represented the best strategic financing option available.

## **Investor Relations**

As announced on November 27, 2023, Imperial has engaged Fig House Communications (business name for 2149992 Ontario Ltd.) (“Fig House”), to provide investor relations services to Imperial. Imperial wishes to confirm that the options granted to Fig House will vest according to the following vesting schedule: 25% shall vest upon the date that is 3 months from the date of issue; 25% shall vest upon the date that is 6 months from the date of issue; 25% shall vest upon the date that is 12 months from the date of issue; and the remaining 25% shall vest upon the date that is 18 months from the date of issue. As such, vested options will expire ninety (90) days following the termination of the IR Agreement and the unvested will expire immediately upon such termination. Otherwise, Fig House’s monthly retainer will be paid by Imperial from its own cash and cash equivalents.

### **ABOUT IMPERIAL MINING GROUP LTD.**

*Imperial is a Canadian technology metals company focused on advancing its flagship Crater Lake scandium and rare earth projects in Québec. Imperial is publicly listed on the TSX Venture Exchange as “IPG” and on the OTCQB Exchange as “IMPNF” and is led by an experienced team of mineral development professionals.*

### **For further information please contact:**

**Imperial Mining Group Ltd.**

Pierre Neatby

President and Chief Executive Officer

**Phone:** +1 (514) 360-0571

**Email:** [info@imperialmgrp.com](mailto:info@imperialmgrp.com)

**Website:** [www.imperialmgrp.com](http://www.imperialmgrp.com)

**Twitter:** [@imperial\\_mining](https://twitter.com/imperial_mining)

**Facebook:** [Imperial Mining Group](https://www.facebook.com/ImperialMiningGroup)

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*