MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Phoenix Metals Corporation
700 – 1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2 Date of Material Change

July 28, 2014

Item 3 News Release

The news release July 28, 2014 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Brian Leeners, CEO & Director

Item 9 Date of Report

July 29, 2014

July 28, 2014 **News Release** **TSX-V Symbol: PHC**

SIGNS LOI ON SILICA PROJECT TO TEST THE SILICA FOR SUITABILITY AS A HYDRAULIC FRACTURING PROPPANT

Vancouver, B.C.: Phoenix Metals Corporation ("**Phoenix**" or the "**Company**") (TSX-V Symbol: PHC) is pleased to announce that further to its News Release of July 24, 2014, it has executed a binding letter of intent (the "LOI"), pursuant to which the Company has granted an option (the "Option") for the acquisition of a 10% interest in the Company's interest in the Chambord Hydrothermal Quartz property (the "Property") to Prime Meridian Resources Corp. (the "Optionee").

The Optionee will have an exclusive period (the "Testing Period") to test the mineralization from the Property for its suitability as a mineral source for the production of hydraulic fracturing proppants. The Optionee can exercise the Option by expending a minimum of $100,000 on the testing process. Upon the successful completion of testing the parties will form a Joint Venture to develop the Property.

On behalf of the Board of Directors of
Phoenix Metals Corporation

"Brian Leeners"

Brian Leeners, CEO & Director
For further information please contact the Company
Tel: 604.568.1823

Neither the 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.