MATERIAL CHANGE REPORT
Form 51 – 102F3

Item 1 Name and Address of Company

CMC METALS LTD.
Suite 205 – 369 Terminal Avenue
Vancouver, BC V6A 4C4

Item 2 Date of Material Change

May 24, 2006

Item 3 News Release

The Company's News Release dated May 24, 2006, was filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions via SEDAR and disseminated through Canada Stockwatch and various other approved public media.

Item 4 Summary of Material Change

The Company has entered into an option agreement to purchase the Logjam Property located in south central Yukon, subject to regulatory approval and granted incentive stock options pursuant to its existing 2006 Stock Option Plan.

Item 5 Full Description of Material Change

The Company has entered into an option agreement to purchase the Logjam Property located in south central Yukon. The property has a long history of being explored for silver, gold, tungsten, zinc and lead. Two adits were developed to allow access to the silver vein system at the 5150 foot elevation and the 5600 foot elevation. The 5150 level is accessible by road and consists of 1150 feet of crosscutting, 300 feet of drifting on the #6 vein, and 120 feet of drifting on the #4 vein. The #5, 7, and 8 veins have been intersected in diamond drilling on this lower level and warrant further evaluation as to the continuation of the vein depth. The 5600 level consists 130 feet of crosscutting, 400 feet of drifting on the #5 vein and 200 feet on the #6 vein. The east section of the drift returned a grade of .183 opt gold, 18.3 opt silver, 2.47 percent zinc, and 3.29 percent lead over a 2.9 foot width for 40 feet. The west face is 45 feet from a drill hole that gave assays of .36 opt gold, 27.4 opt silver, 3.55 percent lead and 2.45 percent zinc over 1.5 feet (Assessment Report 018925 by ACA Howe, 1966). Eight of the ten veins are exposed on surface and can be correlated to the underground veins explored by drifting and diamond drilling. Surface strike has been mapped over 2000 feet and is open to the northeast and southwest. Historical resources were calculated by R.W. Phendler, P.Eng. in Assessment Report 062219 in 1984 for the ore between the 5150 and 5600 level on the #5 and 6 veins. Although R.W. Phendler is a Qualified Person under NI 43-101, the estimate is historical and will require upgrading to NI 43-101 compliance.

Terms for the option agreement include a $5,000.00 signing payment, an option period of four years to assess the property, no required work commitment other than to maintain the claims in good standing, no NSR, and by the end of the fourth year, the Company can purchase 100 percent ownership of the claims for a payment of $50,000.00 or 50,000 shares of the Company. An additional resource bonus is payable of $100,000.00 or 100,000 shares, if 350,000 tonnes (43-101 resources) of economic grade ore is determined for the property.

Further, the Company has granted up to 900,000 common shares pursuant to incentive stock options for granting to certain of its directors and employees under the Company's 2006 Stock Option Plan, which Plan received shareholder approval at the February 27, 2006 Annual General Meeting. The options will be granted at the exercise price of $0.50 per share for a five year period expiring May 24, 2011.

The transactions noted herein are subject to TSX Venture Exchange approval.

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

Not Applicable

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

For further information please contact:

Donald W. Wedman, President and CEO
Tel: (780) 468-2942
Email: cmcmetals@shaw.ca

Item 9 Date of Report

This Material Change Report is dated May 24, 2006.

CMC METALS LTD.

Per: ***"Michael C. Scholz"***

Michael C. Scholz, Director and CFO