

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

CMC Metals Inc. (the “Company”)
Suite 605 – 369 Terminal Avenue
Vancouver, BC V6A 4C4

Item 2. Date of Material Change

April 9, 2014.

Item 3. News Release

News Releases dated March 18, 2014, as revised by News Releases dated March 19, 2014 and March 21, 2014, and April 9, 2014 were filed on SEDAR and disseminated via Canada Stockwatch and various other approved public media on March 18, 2014, March 19, 2014, March 21, 2014 and April 9, 2014 respectively.

Item 4. Summary of Material Change

The Company announced its offering of 5,150,000 Units at \$0.06 per Unit, and the closing of the offering.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

CMC Metals Ltd. (the “Company”) announced on March 18, 2014, as revised by News Releases dated March 19, 2014, March 21, 2014 and April 9, 2014, that it had agreed to issue up to 5,150,000 Units at \$0.06 per unit, each unit consisting of one common share and one transferable share purchase warrant. One warrant is exercisable for one additional common share at \$0.10 per share for a two year period expiring April 10, 2016. The proceeds derived from this placement will be used to further develop the Company’s operations at the Bishop Mill property in California, as well as general working capital. This transaction received TSX Venture Exchange approval April 9, 2014 and the placement was closed on April 10, 2014. The closing of the placement was announced in the April 9, 2014 News Release.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Jack Bal, Chief Executive Officer, Telephone (604) 605-0166, Email: jackbalyvr@gmail.com.

Item 9 Date of Report

This Material Change Report is dated April 9, 2014.

CMC METALS LTD.

Per: “Jack Bal”

**Jack Bal
Chief Executive Officer**