

**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**

February 11, 2016.

**Item 3. News Release**

Two News Releases dated February 10, 2016 were filed on SEDAR and disseminated via The Newswire and various other approved public media on February 10, 2016.

**Item 4. Summary of Material Change**

The Company announced the rollback of its issued and outstanding common shares on a seven (7) old for one (1) new basis and its intention to offer up to 10,000,000 Units of its post-consolidated common shares pursuant to a private placement at \$0.10 per Unit.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

CMC Metals Ltd. (the “Company”) announced that it will be proceeding with a rollback of its issued and outstanding common shares on a seven (7) old for one (1) new basis subject to TSX Venture Exchange (the “Exchange”) approval, with an effective date of February 11, 2016. The Company received Shareholder approval to a consolidation at its Annual General Meeting held June 18, 2015, where, at that time, Shareholders granted authorization to the Board of Directors of the Company, at their discretion, the right to consolidate the Company’s shares as they deemed fit and upon acceptancy of the Exchange.

Upon completion of the rollback, the Company announced it will be conducting a private placement of up to 10,000,000 Units at \$0.10 per Unit, each unit consisting of one common share and one transferable share purchase warrant. Two warrants will be exercisable for one additional common share at \$0.12 per share for a two year period. The proceeds derived from the total 10,000,000 Unit placement will be used towards our ongoing costs associated with the further development of the Company’s Bishop Mill and Radcliff Property projects held in the US. In excess of 50% of funds raised will come

from insiders of the Company. A finder's fee may payable in relation to this private placement and the same is subject to Exchange approval.

The Company further announced that it had received Exchange written approval to the rollback in is later Press Release which advised the Company's issued and outstanding common shares would commence trading on a seven (7) old for one (1) new basis at the opening of the market on February 11, 2016.

**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:

Michael C. Scholz, Chief Financial Officer, Telephone (604) 605-0166, Email: jackbalyvr@gmail.com.

**Item 9. Date of Report**

This Material Change Report is dated February 11, 2016.

**CMC METALS LTD.**

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

*Michael C. Scholz*  
*Chief Financial Officer*