FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Forsys Metals Corp. (the "**Company**")
277 Lakeshore Road East
Suite 403
Oakville, Ontario
L6J 1H9

Item 2. Date of Material Change

April 2, 2009

Item 3. News Release

The news release attached hereto as a Schedule announcing the material change relating to the execution of the Second Amendment Agreement described below was released through CCN Matthews/Marketwire at Toronto, Ontario on April 2, 2009.

Item 4. Summary of Material Change

The Company announced that it had entered into a definitive second amendment agreement (the "**Second Amendment Agreement**") to the arrangement agreement (the "**Arrangement Agreement**") entered into with George Forrest International Afrique S.P.R.L. ("**GFI**") to, among other things, extend the closing date of the proposed plan of arrangement (the "**Arrangement**") whereby it is intended that an indirect wholly-owned subsidiary of GFI acquires all of the Company's outstanding shares, options and warrants. Pursuant to the terms of the Second Amendment Agreement, the closing date for the Arrangement is extended to a date still to be determined, but not later than July 31, 2009. The terms of the Second Amendment Agreement remain subject to the approval of the Ontario Superior Court of Justice.

Item 5.1 Full Description of Material Change

The Company announced that it had entered into a second amendment agreement to the Arrangement Agreement with GFI to, among other things, (i) extend the closing date of the Arrangement to a date still to be determined but not later than July 31, 2009 (ii) increase the reverse break free for which GFI will be liable in the event that it breaches the Arrangement Agreement from CAD$11,412,000 to CAD$20,000,000 effective immediately and (iii) suspend the Company's covenants regarding the non-solicitation of alternative offers until GFI has satisfied the Company that it has successfully completed the financing arrangements for the entire purchase consideration under the Arrangement Agreement.

GFI initially requested the extension to the closing date of the Arrangement to finalize financing arrangements from its preferred sources for the Arrangement.

Pursuant to the terms of the Second Amendment Agreement the purchase price remains unchanged at CAD$7.00 for each of the Company's common shares and all of the Company's outstanding "in-the-money" options and warrants. Also, the entry into the Second Amendment Agreement does not change the status of the support agreements previously announced in connection with the Arrangement and all parties remain bound by the terms of such support agreements.

Concurrent with the signing of the Second Amendment Agreement, George Forrest, the Chairman and sole shareholder of GFI entered into a personal guarantee in favour of the Company securing GFI's obligations in respect of the CAD$20,000,000 reverse break fee.

The Second Amendment Agreement is subject to the Company obtaining the approval of the Ontario Superior Court to the amendments to the Arrangement set out in the Second Amendment Agreement.

Duane Parnham, the Company's President and CEO, stated in the announcement that "The Board, having consulted with our financial and legal advisors, has reviewed the offer of extension and terms of the personal guarantee of Mr. George Forrest and concluded that it is in the best interests of the shareholders to proceed with the second amendment agreement. The Board would also like to draw to the attention of all interested parties the Forrest Group's press release of today's date which can be found on GFI's website at www.forrestgroup.com".

Item 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. This is not being filed on a confidential basis.

Item 7. Omitted Information

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

Item 8. Executive Officer

The following is the name and business telephone number of an executive officer of the Company who is knowledgeable about the material change in this report.

Duane Parnham
President and Chief Executive Officer
905-844-4646

Item. 9 **Date of Report**

April 9, 2009

Schedule

"FSY" TSX "F2T" Frankfurt "FSY" NSX Shares Outstanding: 78,935,231

FORSYS SIGNS SECOND AGREEMENT WITH GFI

FOR IMMEDIATE RELEASE: APRIL 2, 2009

Forsys Metals Corp. ("Forsys" or the "Company") announces that it has signed a second amendment agreement to the arrangement agreement with George Forrest International Afrique S.P.R.L. ("GFI") (the "Arrangement Agreement") to, among other things, (i) extend the closing date of the plan of arrangement to a date still to be determined but not later than July 31, 2009 (ii) increase the reverse break fee for which GFI will be liable in the event that it breaches the Arrangement Agreement from CAD$11,412,000 to CAD$20,000,000 effective immediately and (iii) suspend the Company's covenants regarding the non-solicitation of alternative offers until GFI has satisfied the Company that it has successfully completed the financing arrangements for the entire purchase consideration under the arrangement.

The purchase price remains unchanged at CAD$7.00 for each Forsys common share and all of Forsys' outstanding "in-the-money" options and warrants. GFI requested the extension to finalize financing arrangements from its preferred sources for the arrangement.

Concurrent with the signing of the second amendment agreement, George Forrest, the Chairman and sole shareholder of GFI, has executed a personal guarantee in favour of Forsys securing GFI's obligations in respect of the CAD$20 million reverse break fee.

The amendments are subject to the approval of the Ontario Superior Court of Justice.

There is no change in the status of the support agreements previously announced in connection with the arrangement and all parties remain bound by the terms of such agreements.

Duane Parnham, President and CEO of Forsys, stated "The Board, having consulted with our financial and legal advisors, has reviewed the offer of extension and terms of the personal guarantee of Mr. George Forrest and concluded that it is in the best interests of the shareholders to proceed with the second amendment agreement. The Board would also like to draw to the attention of all interested parties the Forrest Group's press release of today's date which can be found on GFI's website at www.forrestgroup.com".

On Behalf of the Board of Directors
of Forsys Metals Corp

Duane Parnham
President and CEO

For further information visit our website at www.forsysmetals.com
Sedar Profile #00008536

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(09-09)

Forward-Looking Information

This news release contains projections and forward looking information that involve various risks and uncertainties regarding future events. Such forward looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of the Corporation. These risks and uncertainties could cause actual results and the Corporation's plans and objectives to differ materially from those expressed in the forward looking information. Actual results and future events could differ materially from anticipated in such information. These and all subsequent written and oral forward looking information are based on estimates and opinions of management on the dates they are made and expressed qualified in their entirety by this notice. The Corporation assumes no obligation to update forward looking information should circumstances or management's estimates or opinions change.

The Toronto Stock Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.