

## 51-102F3 Material Change Report

### Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

**FULL METAL MINERALS LTD.**  
Suite 1500, 409 Granville Street  
Vancouver, B.C.  
V6C 1T2

### Item 2 Date of Material Change

State the date of the material change.

**June 30, 2011**

### Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of **National Instrument 51-102**.

**NR #11-08 dated June 29, 2011 was disseminated by Marketwire.**

### Item 4 Summary of Material Change

**Full Metal Minerals Ltd. (FMM: TSX-V) and Full Metal Zinc Ltd. today announced that Full Metal Minerals shareholders have approved the spin-out transaction involving Full Metal Zinc, and the British Columbia Supreme Court has granted its final order in respect of the transaction. Monday, July 4, 2011 is expected to be the last trading day to acquire Full Metal Minerals shares on the TSX Venture Exchange and still receive common shares of Full Metal Zinc on the closing of the spin-out. The complete expected timetable for the closing is outlined below, subject to final TSX Venture Exchange approval:**

- **Monday, July 4, 2011 – Last day to acquire Full Metal Minerals shares on the TSX Venture Exchange and still receive Full Metal Zinc shares on the closing of the spin-out.**
- **Tuesday, July 5, 2011 through Thursday, July 7, 2011 – Trading of Full Metal Minerals shares on the TSX Venture Exchange will be halted.**
- **Friday, July 8, 2011 – Spin-out transaction and non-brokered private placement of Full Metal Zinc closes (see below). Full Metal Minerals shareholders of record as at 12:01 a.m. on July 8, 2011 will be entitled to receive Full Metal Zinc securities. Trading of Full Metal Minerals shares on the TSX Venture Exchange will open on a consolidated basis (see below).**
- **Tuesday, July 12, 2011 – Trading in Full Metal Zinc shares expected to commence on the TSX Venture Exchange at market open under the trading symbol FZ (subject to final TSX Venture Exchange approval).**

**Under the spin-out transaction, Full Metal Minerals shareholders of record reflected as at 12:01 a.m. on July 8, 2011 on the register of shareholders maintained by the Full Metal Minerals registrar and transfer agent will be mailed certificates**

representing 1/6 of one common share of Full Metal Zinc for every one common share of Full Metal Minerals held at such time.

As a mechanical step of the spin-out transaction, the authorized share structure of Full Metal Minerals will also be amended, including by way of a 1-for-3 consolidation, ultimately resulting in each pre-consolidation common share of Full Metal Minerals being exchanged for 1/3 of one post-consolidation Class A common share of Full Metal Minerals. Certificates formerly representing pre-consolidation common shares of Full Metal Minerals will from and after the effective time of the spin-out transaction represent post-consolidation Class A common shares of Full Metal Minerals. Any future issuance of certificates representing Class A common shares of Full Metal Minerals will use the new form of certificates with ISIN CA 35968C4064. A letter of transmittal containing instructions with respect to the deposit of certificates for pre-consolidation common shares of Full Metal Minerals with Computershare Investor Services Inc. will be forwarded to registered holders of record as at 12:01 a.m. on July 8, 2011 of pre-consolidation common shares of Full Metal Minerals for use in exchanging their certificates for certificates representing post-consolidation Class A common shares of Full Metal Minerals. Upon return of a properly completed letter of transmittal, together with certificates representing pre-consolidation common shares of Full Metal Minerals and such other documents as Computershare Investor Services Inc. may require, certificates for the appropriate number of post-consolidation Class A common shares of Full Metal Minerals will be distributed.

In connection with the completion of the spin-out transaction, Full Metal Zinc expects to complete a non-brokered financing of approximately 8,800,000 units of Full Metal Zinc at a price of \$0.25 per unit for gross proceeds of \$2,200,000. Each unit will be comprised of one common share of Full Metal Zinc and one-half of one common share purchase warrant of Full Metal Zinc, each whole such warrant exercisable for one additional common share of Full Metal Zinc at a price of \$0.35 per share for a period of 24 months from the date of issuance, subject to adjustment. Full Metal Zinc may pay finder's fees in cash and/or securities of Full Metal Zinc in connection with the financing.

Full Metal Minerals and Full Metal Zinc are filing on the SEDAR website at [www.sedar.com](http://www.sedar.com) an updated fully-independent National Instrument 43-101 technical report with respect to the 40 Mile project in Alaska that will be indirectly assigned to Full Metal Zinc in connection with the spin-out transaction.

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

### **5.1 Full Description of Material Change**

Supplement the summary required under Item 4 with sufficient disclosure to enable a reader to appreciate the significance and impact of the material change without having to refer to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

Some examples of significant facts relating to the material change include: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the issuer or its subsidiaries. Specific financial forecasts would not normally be required.

Other additional disclosure may be appropriate depending on the particular situation.

## **5.2 Disclosure for Restructuring Transactions**

This item applies to a material change report filed in respect of the closing of a restructuring transaction under which securities are to be changed, exchanged, issued or distributed. This item does not apply if, in respect of the transaction, your company sent an information circular to its securityholders or filed a prospectus or a securities exchange takeover bid circular.

Include the disclosure for each entity that resulted from the restructuring transaction, if your company has an interest in that entity, required by section 14.2 of Form 51-102F5. You may satisfy the requirement to include this disclosure by incorporating the information by reference to another document.

### **INSTRUCTIONS**

(i) If your company is engaged in oil and gas activities, the disclosure under Item 5 must also satisfy the requirements of Part 6 of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities.

(ii) If you incorporate information by reference to another document, clearly identify the referenced document or any excerpt from it. Unless you have already filed the referenced document or excerpt, you must file it with the material change report. You must also disclose that the document is on SEDAR at [www.sedar.com](http://www.sedar.com).

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

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

### **INSTRUCTION**

Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

## **Item 7 Omitted Information**

State whether any information has been omitted on the basis that it is confidential information.

### **NO INFORMATION HAS BEEN OMITTED.**

In a separate letter to the applicable regulator or securities regulatory authority marked "Confidential" provide the reasons for your company's omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulator or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

### **INSTRUCTIONS**

In certain circumstances where a material change has occurred and a Report has been or is about to be filed but subsection 7.1(2), (3) or (5) of National Instrument 51-102 is not or will no longer be relied upon, your company may nevertheless believe one or more significant facts otherwise required to be disclosed in the Report should remain confidential and not be disclosed or not be disclosed in full detail in the Report.

## **Item 8 Executive Officer**

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

**MICHAEL WILLIAMS**  
**Tel. (604) 484-7855**

**Item 9 Date of Report**

This report is dated the **30<sup>th</sup> day of June, 2011**