

**Form 51-102F3**  
**Material Change Report Under**  
**National Instrument 51-102**

**1. Name & Address of Company**

Linear Metals Corporation  
2000 Barrington Street, Suite 501  
Halifax, Nova Scotia  
B3J 3K1

**2. Date of Material Change**

December 9, 2008.

**3. News Release**

A news release with respect to the material change referred to in this report was issued through newswire services on December 9, 2008 and filed on the system for electronic document analysis and retrieval (SEDAR).

**4. Summary of Material Change**

Linear Metals Corporation reported the initial 43-101 Mineral Resources at its' KM61 Project.

**5. Full Description of Material Change**

Linear Metals Corporation reported an initial Mineral Resource estimate for the Main Zone at its KM61 Project located near Armstrong, Ontario. This resource consists of a single body of mineralization as detailed in the tables below. At a cut-off grade of 0.02% molybdenum, the 66.6 million tonne Indicated Resource includes in-situ metal quantities of 127.7 million pounds of copper, 78.2 million pounds of molybdenum, and 5.5 million ounces of silver. In addition, the 38.9 million tonne Inferred Resource includes in-situ metal quantities of 78.0 million pounds of copper, 46.5 million pounds of molybdenum, and 3.4 million ounces of silver.

Brian MacEachen, Linear Metals President & CEO, stated, "We are encouraged that the first 43-101 compliant resource estimate at KM61 has identified a significant Indicated Resource of 66.6 million tonnes of 0.063% molybdenum equivalent with an additional Inferred Resource of 38.9 million tonnes of 0.065% molybdenum equivalent. This is Linear's second significant resource estimate in 2008 with our Cobre Grande project, located in Oaxaca Mexico, reporting an initial 43-101 compliant Inferred Resource of 49.8 million tonnes of 0.92% copper equivalent in May 2008. Together, our KM61 and Cobre Grande resources provide Linear and our shareholders with tremendous leverage and exposure to long-term molybdenum and copper prices."

“We are also very pleased,” added Brian MacEachen, “to see the majority of the mineral resources at KM61 in the Indicated category, a prerequisite for pre-feasibility studies. This will allow us to advance the project with a minimal amount of additional drilling within the identified Main Zone. KM61 is extremely well located from an infrastructure, environmental and socio-economic perspective and we believe the project has excellent prospects for being mined.”

The Mineral Resources encompass the 1.55 kilometre long and up to 275 metres wide Main Zone of the KM61 project where exploration has focused to date. Metallurgical recoveries, from a locked cycle test for KM61, have been reported previously (see press release dated November 24, 2008), and though subject to change as more test work is completed, show mineralization that responds well to conventional flotation.

Further study is also planned within the Main Zone Resource to define how much of the higher grade ( $\geq 0.10\%$  molybdenum), near-surface mineralization can be modeled into a potential “starter-pit” zone.

**Table 1. Indicated Mineral Resources – December 3, 2008**

Molybdenum (%) cut-off	Tonnes	Molybdenum (%)	Copper (%)	Silver (g/t)	Molybdenum Equivalent (%)
<b>0.10</b>	2,700,000	0.119	0.12	3.3	0.133
<b>0.08</b>	7,800,000	0.099	0.11	3.2	0.111
<b>0.06</b>	21,100,000	0.080	0.10	3.0	0.091
<b>0.04</b>	45,500,000	0.064	0.09	2.8	0.074
<b>0.03</b>	57,900,000	0.057	0.09	2.7	0.068
<b>0.02</b>	<b>66,600,000</b>	<b>0.053</b>	<b>0.09</b>	<b>2.6</b>	<b>0.063</b>

**Table 2. Inferred Mineral Resource Table – December 3, 2008**

Molybdenum (%) cut-off	Tonnes	Molybdenum (%)	Copper (%)	Silver (g/t)	Molybdenum Equivalent (%)
<b>0.10</b>	1,600,000	0.125	0.09	2.5	0.135
<b>0.08</b>	5,300,000	0.100	0.11	3.5	0.112
<b>0.06</b>	13,500,000	0.081	0.11	3.5	0.094
<b>0.04</b>	25,900,000	0.066	0.10	3.0	0.077
<b>0.03</b>	33,600,000	0.059	0.09	2.8	0.070
<b>0.02</b>	<b>38,900,000</b>	<b>0.054</b>	<b>0.09</b>	<b>2.7</b>	<b>0.065</b>

Notes:

1. CIM definitions were followed for Mineral Resources.
2. The cut-off grade of 0.02% Molybdenum was calculated using long-term prices of US\$2.50 per pound copper, US \$20.00 per pound molybdenum, and US\$13.50 per ounce silver.
3. Molybdenum equivalent values were calculated using the same long-term prices as above and take into account projected metallurgical recoveries, certain concentrate properties, smelter charges, and payable percentages.

4. High Molybdenum values were cut to 0.04% prior to compositing to three metres. Similarly, Silver was cut to 30 g/t.
5. Blocks are 10 metres by 10 metres by 10 metres. Inverse distance squared interpolation was used to estimate block grades.

Scott Wilson Roscoe Postle Associates Inc. (Scott Wilson RPA), independent geological and mining consultants, prepared the estimate as at December 3, 2008 in accordance with the guidelines set forth in National Instrument 43-101 (“NI 43-101”). The estimate was based on a geology model prepared by Geoff Chinn, P. Geo., Linear’s Senior Resource Geologist, on data for drill holes completed through to September 25th, 2008. The resource was estimated through block modeling in Gemcom software. Volumes were constrained using 3D wireframes interpreted from geological logs and assay data, and a preliminary open pit shell modeled in Whittle software.

The KM61 drill hole database includes 113 inclined diamond holes totaling 37,100 metres of core. Most holes within the Mineral Resource area were drilled at -45° to the SE, aligned along NNW-SSE oriented sections spaced 50 to 100 metres apart, resulting in an average drill hole spacing of approximately 50 metres. The KM61 drill hole data base contains 17,692 copper, molybdenum, and silver laboratory analyses taken over sample lengths generally between one and a half and two metres. Analyses were composited into three metre equal lengths constrained within the wireframes. A total of 4,902 composite intervals were used to estimate block grades within the wireframes. The block tonnage was estimated from volume and generalized densities applied to each rocks type. Generalized densities were determined by statistical analysis of 2,464 core measurements. A generalized density of 2.70 grams per cubic centimetre was determined for porphyry intrusions and 3.00 grams per cubic centimetre for mafic volcanic rocks and late mafic dykes.

The Mineral Resource was identified from a larger volume of mineralized material through “floating cone analysis”, whereby a preliminary open pit shell, constrained by economic inputs, is generated by Whittle software. The part of the wireframe volume that falls within the preliminary open pit shell is considered to have reasonable prospects of economic extraction; thereby, qualifying as a Mineral Resource. Classification into the Indicated and Inferred categories was guided by the drill hole spacing, interpreted variogram ranges, and the apparent continuity of the mineralized zones. The estimate is of Mineral Resources only and, because these do not constitute Mineral Reserves, they do not have any demonstrated economic viability.

A detailed description of the Mineral Resource estimate and other pertinent information related to the KM61 project will be included in an NI43-101 compliant technical report being prepared for the Company by Scott Wilson RPA, to be filed on SEDAR within 45 days of this press release.

The Whitesand First Nation provided workers and support throughout the field program, and Linear looks forward to the continued advancement of the project under the guidance of an MOU signed in October 2007, between Linear and the Whitesand First Nation.

## **Qualified Persons**

Dr. Robert Page, PhD, P. Geo., Mr. Matt Rees, M.Sc., P. Geo., and Mr. Geoffrey Chinn M.Sc., P. Geo., have acted as Qualified Persons, as defined in NI 43-101, for this disclosure and have supervised the preparation of the technical information, which formed the basis of the new Mineral Resource disclosed in this press release.

Dr. Robert Page, P. Geo., has a PhD in geology and more than 30 years of relevant experience focused on exploring copper, molybdenum, and zinc systems in Mexico and internationally. He is a Professional Geologist registered in the Province of Ontario, Canada. Dr. Page is not independent of Linear Metals as he is an officer and holds common shares and share options.

Mr. Matt Rees, P. Geo., has an M.Sc. in geology and 25 years of relevant experience focused on exploring for copper, molybdenum, zinc and nickel systems in Canada and internationally. He is a Professional Geologist registered in the Province of Ontario, Canada. Mr. Rees is not independent of Linear Metals as he holds common shares and share options.

Mr. Geoffrey Chinn, P. Geo., has an Applied M.Sc. in mineral exploration and more than 15 years of relevant experience focused on exploring copper, molybdenum and zinc systems in Canada. He is a Professional Geologist registered in the Province of Ontario, Canada. Mr. Chinn is not independent of Linear Metals as he holds common shares and share options.

Mr. David Ross, P. Geo., a Consulting Geologist employed by Scott Wilson RPA, acted as the Qualified Person, as defined by NI43-101, for the Scott Wilson RPA Mineral Resource estimate. Mr. Ross is independent of Linear Metals.

## **Quality Assurance and Quality Control**

The Quality Control program at KM61 was set up and supervised on site by Linear Metals' Chief Geologist, Matt Rees, P. Geo., and reviewed for the resource study by Senior Resource Geologist, Geoff Chinn, P. Geo. Both are Qualified Persons as defined under National Instrument 43-101. Drill core is sawn in half on site and samples collected over one to two metre intervals based on geology. Prior to shipping sealed sample bags are stored in a locked shed on site at the project. Samples are shipped via ground courier to the ALS Chemex sample preparation facility in Thunder Bay, Ontario. The preparation facility then sends analytical pulps to the ALS Chemex Vancouver, B.C. laboratory – ISO 9001-2000 registered. All samples are analyzed for molybdenum, copper and silver using a 4 acid digestion Atomic Absorption Spectrometry geochemical method. The project uses a protocol that includes blanks, standards, and duplicates which make up 15% of each sample shipment.

The press release was prepared under the supervision of Linear Metals' Vice President of Exploration, Dr. Robert Page, P. Geo., who is a Qualified Person as defined under National Instrument 43-101. Dr. Page has reviewed the scientific and technical information in the press release.

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

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Not applicable

**7. Omitted Information**

Not applicable

**8. Senior Officer**

Keith Abriel  
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DATED at Halifax, Nova Scotia this 19th day of December, 2008.

Linear Gold Corp.

By:

(signed) "Keith Abriel"  
Keith Abriel  
Vice President & Chief Financial Officer