

**MATERIAL CHANGE REPORT  
UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

**ITEM 1**      **NAME AND ADDRESS OF COMPANY**

EMC Metals Corp.  
1430 Greg Street, Suite 501  
Sparks, Nevada 89431

**ITEM 2**      **DATE OF MATERIAL CHANGE**

May 21, 2012

**ITEM 3**      **NEWS RELEASE**

News release dated May 22, 2012 was disseminated via wire service.

**ITEM 4**      **SUMMARY OF MATERIAL CHANGE**

EMC Metals Corp. announces resignation of director.

**ITEM 5**      **FULL DESCRIPTION OF MATERIAL CHANGE**

EMC Metals Corp. announces the resignation of Daniel Wolfus from the board of directors of EMC Metals Corp. Mr. Wolfus is currently a Director of Midway Gold Corp. (TSX.V & NYSE.A: MDW), and has served as a Director of EMC since 2009. Mr. Wolfus is resigning this board position for health and personal reasons.

**ITEM 6**      **RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

N/A

**ITEM 7**      **OMITTED INFORMATION**

N/A

**ITEM 8**      **EXECUTIVE OFFICER**

George Putnam, President and CEO; Telephone: (775) 355-9500

**ITEM 9**      **DATE OF REPORT**

Dated at Reno, Nevada, this 23<sup>rd</sup> day of May, 2012.