

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

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

WEST KIRKLAND MINING INC. (“West Kirkland”)  
788 – 550 Burrard Street Vancouver BC, V6C 2B5  
Telephone: (604) 685-8311 Facsimile: (604) 484-4710

**ITEM 2. DATE OF MATERIAL CHANGE** June 3, 2014

**ITEM 3. NEWS RELEASE**

A news release was disseminated on May 8, 2014 to the TSXV as well as through various other approved public media and was SEDAR filed with the British Columbia and Alberta Securities Commissions.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

VANCOUVER, BRITISH COLUMBIA, June 3, 2014 – West Kirkland Mining Inc. (WKM:TSXV) (“West Kirkland, WKM” or the “Company”) announces today that it has completed a thorough project plan on its recently acquired Hasbrouck and Three Hills properties (the “Hasbrouck Project”) and will immediately start exploration and initiate a prefeasibility study (the “Prefeasibility Study”).

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

VANCOUVER, BRITISH COLUMBIA, June 3, 2014 – West Kirkland Mining Inc. (WKM:TSXV) (“West Kirkland, WKM” or the “Company”) announces today that it has completed a thorough project plan on its recently acquired Hasbrouck and Three Hills properties (the “Hasbrouck Project”) and will immediately start exploration and initiate a prefeasibility study (the “Prefeasibility Study”).

West Kirkland recently raised \$33.1 million in related financings and acquired a 75% interest in the Hasbrouck Project for a purchase price of US\$20 million. Following the announcement of the Hasbrouck Project acquisition agreement in January, 2014, West Kirkland announced a mineral resource estimate increase of approximately 10%, which incorporated the results of subsequent drilling completed since the most recent mineral resource estimate disclosed in 2012 by the property vendor (see news release dated February 24, 2014) and the completion of a technical report dated February 21, 2014 titled “Technical Report for the Hasbrouck Project Esmeralda County, Nevada, USA, West Kirkland Mining Inc.” (the “Technical Report”) authored by Scott E. Wilson, C.P.G., which has been filed under the Company profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The Company has previously stated that in keeping with the recommendations of the Technical Report, it would complete a preliminary economic assessment of the Hasbrouck Project. However, the Company has recently completed a detailed review of the three dimensional deposit models, incorporating the recent mineral resource estimate increase referred to above, and conducted internal engineering, planning and interaction with the community and permit regulatory bodies, and now has sufficient confidence to proceed directly to the prefeasibility stage on the Three Hills and Hasbrouck surface oxide gold deposits.

The Hasbrouck Project includes two all-oxide deposits with at-surface and near-surface mineralization having minimal pre-strip and a low overall stripping ratio. Both deposits are well-drilled with over 600 bore holes. In addition, extensive metallurgical test work has been done indicating approximately 60% recovery at Hasbrouck and 80% recovery at Three Hills by heap leaching with moderate cyanide and lime consumption.

Both deposits have easy access from the state highway system and grid power is available nearby. The deposits are above the water table which simplifies operations, permitting and closure. The expected

project approach to the Prefeasibility Study will be to look at two open pits with low-strip ratios and no pre-strips with heap leach extraction. The initial design concepts will focus on an initial operation at Three-Hills with a lower scale and environmental profile. The second phase of the design concept will then focus on Hasbrouck which has a longer potential permit time line. Initial feedback on this two-staged approach from local interests and state and federal regulators has been positive.

The new deposit model completed and announced by WKM has provided obvious exploration targets, including targets immediately adjacent to the Three Hills deposit and the Hasbrouck deposit. A 2,000 meter drilling program is expected to commence in July, 2014. The drilling program will involve resource infill, and step-outs, groundwater characterization, metallurgical samples, condemnation holes for infrastructure areas, water source and geotechnical studies.

#### Prefeasibility Study Detail

West Kirkland intends to complete the Prefeasibility Study by Q1 of 2015 using a team of leading, Nevada-based consultants, including:

- Mine Development Associates – resources, mine design and report production
- HC Osborne & Associates – metallurgy and process consultant
- Kappes Cassiday & Associates – metallurgy and process design
- NewFields – heap leach design and engineering
- McClelland Labs – laboratory analyses and assays
- N.A. Degerstrom – mine planning reviewer

#### Resource

The combined Hasbrouck and Three Hills deposits includes 1,279,900 gold equivalent (AuEq) ounces in the Measured and Indicated category (78.2 million tons at 0.012 opt Au and 0.232 opt Ag for 0.016 opt AuEq) and 761,000 ounces AuEq in the Inferred Category (69.9 million tons at 0.008 opt Au and 0.159 Ag for 0.011 opt AuEq) using a 0.005 opt AuEq cut-off. (See Technical Report filed on SEDAR. Gold equivalent ounces are calculated as follows:  $AuEq = Au + Ag/57.14$ ).\*

#### Exploration

Exploration drilling will be completed by reverse circulation methods and be focused primarily on areas immediately adjacent to the Three Hills and Hasbrouck deposits on specific mapped and modelled structures associated with the control of mineralization.

#### Permitting

Pre-application meetings with the Bureau of Land Management (BLM) and the Nevada Division of Environmental Protection (NDEP) have commenced the formal permitting process. Surveys required by the BLM include sensitive species and cultural resources and are currently being conducted. Rock characterization studies are required by NDEP for a Water Pollution Control Permit. Permitting work will initially focus on the Three Hills deposit which has a small footprint and short life of mine (approximately two years). These factors may result in a simpler and shorter permitting process.

#### Budget

The Prefeasibility Study, engineering drilling, permitting work and the immediate exploration program is budgeted to cost \$5 million, in line with previous plans and milestones.

#### Qualified Persons

\*Mr. Scott E. Wilson, AIPG Certified Professional Geologist, is WKM's Independent Qualified Person as defined under NI 43-101. Mr. Wilson has reviewed and verified the data disclosed in this news release to be in conformity with generally accepted CIM "Estimation of Mineral Resource and Mineral Reserves Best Practices" guidelines and in accordance with NI 43-101.

Sandy McVey, Chief Operating Officer for West Kirkland, and a non-independent Qualified Person as defined by NI 43-101, has reviewed the information contained in this news release and has verified the data.

About West Kirkland Mining Inc.

West Kirkland was formed in 2010 to focus on gold exploration along major geological trends in North America. The Company has consolidated significant mineral rights positions within the known gold trends of Nevada and Utah, including the recently acquired the Hasbrouck and Three Hills properties in southwestern Nevada. The founders and Board members of West Kirkland have successful experience in gold discovery, mine development and mine operations in Nevada and other gold producing jurisdictions in North America.

For more information, contact:

West Kirkland Mining Inc.

R. Michael Jones or Knox Henderson at (604) 685-8311

Disclaimer for Forward-Looking Information

This press release contains forward-looking information or forward-looking statements (collectively "forward-looking information") within the meaning of applicable securities laws. Forward-looking information is typically identified by words such as: "believe", "expect", "anticipate", "intend", "estimate", "postulate" and similar expressions, or are those, which, by their nature, refer to future events. Forward-looking information in this news release includes, without limitation, the completion of the Prefeasibility Study, the project approach of the Prefeasibility Study and exploration and all information under the heading "Prefeasibility Study Detail", including the Prefeasibility Study budget. Although West Kirkland believes that such timing and expenses as set out in this press release are reasonable, it can give no assurance that such expectations and estimates will prove to be correct. The Company cautions investors that any forward-looking information provided by the Company is not a guarantee of future results or performance, and that actual results may differ materially from those in forward-looking information as a result of various factors, including, but not limited to, the state of the financial markets for the Company's equity securities, the state of the market for gold or other minerals that may be produced generally, variations in the nature, quality and quantity of any mineral deposits that may be located, the Company's ability to obtain any necessary permits, consents or authorizations required for its activities, to raise the necessary capital or to be fully able to implement its business strategies and other risks associated with the exploration and development of mineral properties. The reader is referred to the Company's public filings for a more complete discussion of such risk factors and their potential effects which may be accessed through the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Cautionary Note to U.S. Investors Regarding the Use of Mining Terms

This press release has been prepared in accordance with the securities laws in effect in Canada, which differ from the requirements of U.S. securities laws. Unless otherwise indicated, all resource and reserve estimates included in this press release have been prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") and the Canadian Institute of Mining, Metallurgy, and Petroleum Definition Standards on Mineral Resources and Mineral Reserves. NI 43-101 is a rule developed by the Canadian Securities Administrators which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Canadian standards, including NI 43-101, differ significantly from the requirements of the U.S. Securities and Exchange Commission (the "SEC"), and resource and reserve information contained therein may not be comparable to similar information disclosed by U.S. companies. In particular, and without limiting the generality of the foregoing, the term "resource" does not equate to the term "reserves". Under U.S. standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or

extracted at the time the reserve determination is made. The SEC's disclosure standards normally do not permit the inclusion of information concerning "measured mineral resources", "indicated mineral resources" or "inferred mineral resources" or other descriptions of the amount of mineralization in mineral deposits that do not constitute "reserves" by U.S. standards in documents filed with the SEC. U.S. investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. U.S. investors should also understand that "inferred mineral resources" have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an "inferred mineral resource" will ever be upgraded to a higher category. Under Canadian rules, estimated "inferred mineral resources" may not form the basis of feasibility or pre-feasibility studies except in rare cases. Investors are cautioned not to assume that all or any part of an "inferred mineral resource" exists or is economically or legally mineable. Disclosure of "contained ounces" in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute "reserves" by SEC standards as in-place tonnage and grade without reference to unit measures. The requirements of NI 43-101 for identification of "reserves" are also not the same as those of the SEC, and reserves reported by the Company in compliance with NI 43-101 may not qualify as "reserves" under SEC standards. In addition, under SEC standards, a company may only be identified as "development" stage if it has established "reserves" by SEC standards and is engaged in the preparation of such reserves for extraction. Accordingly, information concerning mineral deposits set forth in this press release may not be comparable with information made public by companies that report in accordance with U.S. standards.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

**ITEM 6.** RELIANCE ON SUBSECTION 7.1 OF NATIONAL INSTRUMENT 51-102 N/A

**ITEM 7.** OMITTED INFORMATION N/A

**ITEM 8.** EXECUTIVE OFFICER

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

R. Michael Jones, President & CEO Phone: (604) 685-8311

**ITEM 9.** DATE OF REPORT

June 4, 2014