FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Metallis Resources Inc. (formerly Coltstar Ventures Inc)
509 – 207 West Hastings St
Vancouver, BC V6B 1H7

Item 2: Date of Material Change

July 25, 2013

Item 3: News Release

A news release was issued and disseminated on July 25, 2013 through Market News Publishing Inc. and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced hat it has completed the acquisition of the mineral claims previously disclosed in the news release issued on July 2, 2013. Metallis has elected to name the property in honor of its previous owner, the late Dr. Rodney Victor Kirkham, a distinguished geologist with almost 30 years of experience. The TSX-V Exchange approved this acquisition on July 12, 2013.

The Kirkham Property (the "Property") consists of 38 mineral claims, which cover approximately 11,300 hectares of land in northern British Columbia, about 65km from Stewart. It is situated 20 km southwest of Barrick Gold Corp's Eskay Creek Mine and about 40km from Pretium Exploration's Brucejack deposit. According to the Pretium's website, The Brucejack Project has probable mineral reserves of 6.6 million ounces of gold (15.1 million tonnes grading 13.6 grams per tonne gold) and is in the pre-feasibility stage.

In consideration for the Property, the Company paid $25,000 cash, issued and delivered 80,000 (post-consolidation) common shares and awarded a 2% Net Smelter Royalty to the Vendor. The Company has an option to purchase each 1% increment of the NSR from the Vendor for $500,000. This option may be exercised at any time following the Closing of the purchase of the above Property.

Item 5: Full Description of Material Change

Please see the news release attached as Schedule "A" hereto for a full description of the material change.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:
Fiore Aliperti, President
Telephone: (604) 569-1236

Item 9: Date of Report

July 25, 2013

The TSX-V Stock Exchange has neither approved nor disapproved the contents of this news release.

METALLIS RESOURCES INC.

509 – 207 West Hastings St
Vancouver, BC V6B 1H7

METALLIS RESOURCES INC. COMPLETES ACQUISITION OF MINERAL CLAIMS

July 25, 2013 **TSX-V Symbol: MTS**

Mr. Fiore Aliperti reports:

Vancouver, BC: Metallis Resources Inc. ("Metallis" or the "Company") is pleased to announce that it has completed the acquisition of the mineral claims previously disclosed in the news release issued on July 2, 2013. Metallis has elected to name the property in honor of its previous owner, the late Dr. Rodney Victor Kirkham, a distinguished geologist with almost 30 years of experience. The TSX-V Exchange approved this acquisition on July 12, 2013.

The Kirkham Property (the "Property") consists of 38 mineral claims, which cover approximately 11,300 hectares of land in northern British Columbia, about 65km from Stewart. It is situated 20 km southwest of Barrick Gold Corp's Eskay Creek Mine and about 40km from Pretium Exploration's Brucejack deposit. According to the Pretium's website, The Brucejack Project has probable mineral reserves of 6.6 million ounces of gold (15.1 million tonnes grading 13.6 grams per tonne gold). and is in the pre-feasibility stage.

In consideration for the Property, the Company paid $25,000 cash, issued and delivered 80,000 (post-consolidation) common shares and awarded a 2% Net Smelter Royalty to the Vendor. The Company has an option to purchase each 1% increment of the NSR from the Vendor for $500,000. This option may be exercised at any time following the Closing of the purchase of the above Property.

This Property was purchased for its potential to host Eskay Creek types of Copper, Gold and Silver mineralization. The Company is reviewing and compiling available regional and local geological data in order to develop the most effective and efficient exploration program for the Property. Metallis will disclose the nature and scope of its expected work program within the next month.

On behalf of the Board of Directors:
/s/ "Fiore Aliperti"
Chief Executive Officer, President and Director
For further information please contact: Fiore Aliperti, Telephone: (604) 569-1236