

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Metallis Resources Inc
515 – 850 West Hastings St
Vancouver, BC V6C 1E1

Item 2: Date of Material Change

February 12, 2014

Item 3: News Release

A news release was issued and disseminated on February 12, 2014 through Marketwired, Stockwatch and filed on SEDAR. (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced announces it has accepted the resignation of Arndt Roehlig as a Director, effective immediately and appointed Dr. Dave Webb as a Director. The Company also announces the appointment of David DuPre as Vice President of Exploration. The Company also announces that, pursuant to the terms of the Company's Stock Option Plan, the Company has granted an aggregate of 200,000 incentive stock options ("Options") to its directors and certain consultants at an exercise price of \$0.15 per share, exercisable for a period of two years, expiring on February 12, 2016.

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) 688-5077

Item 9: Date of Report

February 12, 2014



METALLIS RESOURCES INC. ANNOUNCES CORPORATE UPDATE

February 12, 2014

Vancouver, BC: Metallis Resources Inc. (TSX-V: MTS) (the “Company” or “Metallis Resources”) announces it has accepted the resignation of Arndt Roehlig as a Director, effective immediately. The Company thanks Mr. Roehlig for his efforts on behalf of Metallis Resources Inc and wishes him success in his future endeavours. Concurrently, the Company has appointed Dr. Dave Webb as a Director. Dr. Webb is a Registered Professional Geologist with over 30 years of experience in mineral exploration, development and production in Canada and internationally. He holds a B.Sc. in engineering from the University of Toronto, a M.Sc. in Geological Sciences from Queen’s University and a Ph.D. in Geological Sciences from the University of Western Ontario. During his tenures as president of both public and private companies, projects have been developed from pre-discovery to production. During this period companies under Dr. Webb’s management have raised over \$70 million in development funds. As a consultant, he co-authored a Qualifying Report recommending the acquisition of an exploration property which has now been developed into Fortune Mineral’s Nico Project, NWT, a gold, cobalt IOCG deposit hosting the world’s largest reserves of bismuth, currently in permitting.

The Company also announces the appointment of David DuPre as Vice President of Exploration. David DuPre is a professional geologist with over 45 years of experience in mineral and petroleum exploration, major project management and corporate administration of public companies. Mr. DuPre has worked and collaborated with both major and junior mining companies in projects spanning North and South America, Europe, Africa and Asia. Mr. DuPre brings a disciplined scientific approach to mineral exploration using his excellent managerial skills. Since 1988, he has concentrated his efforts in the “Golden Triangle” area of Northwestern British Columbia. While President of Firesteel Resources, he acquired the ROK Property (adjacent to the Red-Chris Mine) and the Copper Creek property in the very active Sheslay Camp. He was intimately involved in the discovery of the Eskay Creek mine as project manager while at Keewatin Engineering – a major Mining Consultancy that he co-founded.

Fiore Aliperti, President and CEO of Metallis Resources states: *“Appointing Dave Dupre as Vice President of Exploration and Dave Webb to the board of directors is part of the Company’s greater strategy of developing its wholly owned Kirkham Property situated in BC’s Golden Triangle. These two individuals add outstanding, proven property development experience and will be critical to the design and execution of the company’s exploration programs.*

The Company also announces that, pursuant to the terms of the Company’s Stock Option Plan, the Company has granted an aggregate of 200,000 incentive stock options (“Options”) to its directors and certain consultants at an exercise price of \$0.15 per share, exercisable for a period of two years, expiring on February 12, 2016. These Options along with previously granted stock options that remain outstanding and exercisable, total 1,052,857 outstanding stock options. The total outstanding stock options granted represent approximately 9.6% of the 11,007,022 outstanding shares of the Company.

The option grant is subject to TSX Venture Exchange approval.

On behalf of the Board of Directors:

/s/ "Fiore Aliperti"

Chief Executive Officer, President and Director

For further information please visit www.metallisresources.com

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