FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Metallis Resources Inc.
515 – 850 West Hastings Street
Vancouver, BC V6B 1H7

Item 2: Date of Material Change

August 8, 2014

Item 3: News Release

A news release was issued and disseminated on August, 2014 through Stockwatch and filed on Sedar.

Item 4: Summary of Material Changes

The Company announced a private placement consisting of up to 500,000 units at a price of $0.15 cents per unit for gross proceeds of up to $75,000. Each unit consists of one common share of the Issuer and one-half (1/2) of one share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable for a period of two years for the purchase of one additional Share at the price of $0.20 per Warrant Share.

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

August 8, 2014

METALLIS RESOURCES INC. ANNOUNCES PRIVATE PLACEMENT

August 8, 2014

Vancouver, BC: Metallis Resources Inc. (TSX-V: MTS) (the "Company" or "Metallis Resources") announces a private placement consisting of up to 500,000 units at a price of $0.15 cents per unit for gross proceeds of up to $75,000. Each unit consists of one common share of the Issuer and one-half (1/2) of one share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable for a period of two years for the purchase of one additional Share at the price of $0.20 per Warrant Share. Any finder's and/or agent's fees will be paid in accordance with the policies of the TSX-V Exchange via cash and or shares of the Company.

Proceeds from this private placement will be used for the 2014 Exploration Program on the Kirkham Property in Northwestern British Columbia and for general working capital. The private placement is subject to TSX-V 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