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

September 29, 2015

Item 3: News Release

A news release was issued and disseminated on September 29, 2015 via Stockwatch and filed on Sedar.

Item 4: Summary of Material Changes

The Company announced announce the completion of the 2015 exploration work program on the Company's Kirkham Property. This property is adjacent to Pretium Resources Inc.'s Brucejack Property which has just announced a production decision (Pretium News Release – September 15, 2015). The 2015 primary exploration target on Metallis' Kirkham Property is the copper/gold bearing Hawlison monzonitic porphyry which is analogous to similar mineralized intrusions that occur at the Kerr-Sulphurets-Mitchell and Valley of the Kings Cu-Au deposits, located approximately 22 km to the east. The Hawlison porphyry is a north south striking, steeply dipping monzonitic porphyry which intrudes sedimentary and mafic/intermediate volcanic rocks of the Hazelton Group. The porphyry extends over a strike length of 4 kilometres and exhibits variable alteration and Cu-Au mineralization throughout.

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

September 29, 2015

METALLIS RESOURCES INC COMPLETES A WORK PROGRAM ON KIRKAM PROPERTY

Vancouver, BC: September 29, 2015

Metallis Resources Inc. (TSX-V: MTS) (the “Company”) is pleased to announce the completion of the 2015 exploration work program on the Company’s Kirkham Property. This property is adjacent to Pretium Resources Inc.’s Brucejack Property which has just announced a production decision (Pretium News Release – September 15, 2015).

The 2015 primary exploration target on Metallis' Kirkham Property is the copper/gold bearing Hawlison monzonitic porphyry which is analogous to similar mineralized intrusions that occur at the Kerr-Sulphurets-Mitchell and Valley of the Kings Cu-Au deposits, located approximately 22 km to the east. The Hawlison porphyry is a north south striking, steeply dipping monzonitic porphyry which intrudes sedimentary and mafic/intermediate volcanic rocks of the Hazelton Group. The porphyry extends over a strike length of 4 kilometres and exhibits variable alteration and Cu-Au mineralization throughout.

The 2015 Kirkham exploration program has been designed to test the hypothesis that Cu-Au grades within the monzonite porphyry dike continues to increase with depth, as evidenced by previous diamond drilling conducted on the property. In 2009, a five-hole drill program tested a 1.2 kilometre strike length of the mineralized monzonite porphyry. All holes intersected significant intervals of anomalous Cu-Au mineralization, ranging in length from 74.5 to 336.5 meters with the best grade coming from the southernmost drill hole (MD09-01) that returned 0.23% Cu & 0.28 g/t Au (grams per tonne) over 80.1 meters at bottom of the hole. A gradual increase in Cu and Au grades was observed below the 1,000 meters elevation. Approximately 1.5 km of mineralized porphyry remains untested between drill hole MD09-01 and the southernmost extent of the mineralized system exposed at surface. In this area, grab sampling of outcrops below the 650 meter elevation returned higher gold and copper values - averaging 1.08 g/t gold and 0.58% copper. (Updated NI 43-101 Technical Report, Summary Report of the Mount Dunn Property Prepared for Paget Minerals and CMYK Capital Inc. Prepared by Steven S McRoberts, QP, P.Geo. October 9, 2009) A potential analogue for future mining on the property includes block cave operations currently being mined at Newgold Inc.’s New Afton deposit (43,250 mT indicated reserves at 0.83 g/t Au, 2.68 Ag and 1.12% Cu), and deep, high grade Cu-Au mineralization beneath the open pit at Imperial Metals Corp.’s Red Chris Mine (Drill hole RC07-335 intercepted 1.01% Cu, 1.26 g/t Au and 3.92 g/t Ag over 1024.1 meters, bottoming in strong mineralization). The “Deep Kerr” deposit, located 20 kilometers to the east is estimated to contain an inferred underground resource of 782 million tonnes grading 0.54% copper and 0.33 g/T gold (8.2 million ounces of gold and 9.3 billion pounds of copper). (Seabridge Gold NR March 23 2015).

The 2015 exploration program was comprised of bedrock chip/channel sampling, trenching and geological mapping below the 1000m level in order to constrain the dimensions of the Hawlison mineralized Porphyry and determine a valid grade.

Fiore Aliperti, President of the Company states: *"In spite of current market conditions, Metallis continues to enhance the economic potential of its Kirkham Property."*

Dave Dupre, Vice President of Exploration states: "*The Hawlison Monzonite is mineralized over a vertical extent of at least 800 meters. The grade of the mineralization appears to increase with depth. The 2015 program is designed to test this concept. The ultimate goal is the discovery of a large body of high grade copper and gold mineralization."*

Qualified Person

Technical aspects of this news release have been reviewed and approved by David Dupre P.Geo. designated as a qualified person under National Instrument 43-101.

On behalf of the Board of Directors:

/s/ "Fiore Aliperti"

Chief Executive Officer, President and Director

For further information visit www.metallisresources.com