

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

1. **Name and address of the Company.**

TREASURY METALS INC. (the "Company")
Suite 3680, 130 King Street West
Toronto, Ontario M5X 1B1

2. **Date of Material Change.**

December 21, 2009.

3. **News Release.**

A press release disclosing the material change was released on December 22, 2009 through the facilities of Marketwire.

4. **Summary of Material Change.**

The Company completed a non-brokered private placement offering of 2,222,222 units at a price of \$0.45 per unit for gross proceeds of \$1,000,000.

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

5. **Full Description of Material Change.**

A full description of the material change is contained under Item 4.

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

The report is not being filed on a confidential basis.

7. **Omitted Information.**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

Scott Jobin-Bevans, President and CEO.

9. **Date of Report.**

This report is dated at Toronto, this 29th day of December, 2009.

TREASURY METALS INC.

Per: "Chris Irwin" (signed)
Chris Irwin, Secretary

SCHEDULE “A”



TREASURY METALS

INCORPORATED

NEWS RELEASE

TSX:TML

December 22, 2009

Treasury Metals Completes Non-Brokered Financing

TORONTO, Canada – Treasury Metals Inc. (the “Company”), a growth orientated gold focused exploration and development company, is pleased to announce today that it has completed a non-brokered private placement (the “Offering”) of 2,222,222 common shares of the Company (“Common Shares”) issued as “flow-through shares” at a price of \$0.45 per Common Share for gross proceeds of \$1,000,000. The net proceeds of the flow-through financing will be used to continue exploring and developing the Company's Goliath Gold Project in northwestern Ontario.

The Company paid a finder's fee of \$60,000 and issued 133,333 warrants to Casimir Capital L.P. (“Casimir”) with respect to services provided to the Company in connection with the Offering. Each warrant entitles Casimir to acquire one Common Share at price of \$0.45 per Common Share for a period of two years.

In addition, the Company will issue 253,302 Common Shares to Corona Gold Corporation (“Corona”) and 57,500 Common Shares to Teck Resources Limited (“Teck”), for no additional consideration, in accordance with its obligations under the purchase agreement (the “Purchase Agreement”) dated September 24, 2007 with respect to the Company's acquisition of its Thunder Lake property from Corona and Teck. In accordance with the Purchase Agreement, Corona and Teck shall receive, for no additional consideration, that number of common shares sufficient for each of Corona and Teck to maintain their respective percentage interest in Company of 10% and 2.27% before giving effect to any shares purchased by Corona or Teck for cash. The shares issued pursuant to the Offering and issuable pursuant to the Purchase Agreement are subject to approval by the Toronto Stock Exchange and are subject to a four month hold period.

Treasury Metals is currently completing a 4,500 metre drilling program (approximately 31 drill holes) on the Goliath Gold Project (see News Release 06/10/09) aimed at testing the gold potential immediately west and along strike of the current resource. Initial assay results from this program were released December 14, 2009. Assay results from the remaining 23 drill holes are pending and will be released in a timely manner along with appropriate exploration updates.

About Treasury Metals

Treasury Metals Inc. is a mineral exploration and development company with a growth-orientated strategy to acquire and develop quality gold assets in the Americas. Treasury Metals' management team is committed to increasing shareholder value through aggressive exploration and development of its Goliath Gold Project and by pursuing strategic opportunities, including

potential acquisitions that meet the Company's corporate goals of expansion and growth toward becoming a future mid-tier gold producer.

The Company's flagship project is the 100% owned Goliath Gold Project, an advanced-stage, high-grade gold deposit. The Thunder Lake Gold Deposit contains more than 1.0 million estimated ounces of gold, consisting of 130,000 indicated ounces (820,000 tonnes @ 4.8 g/t Au; Main Zone) and 920,000 inferred ounces (7,000,000 tonnes @ 4.1 g/t Au; All Zones), using a cut-off grade of 2.0 g/t Au (see NI 43-101 report – "Report on the Goliath Project, Kenora Mining Division, Northwestern Ontario, Canada" dated December 19, 2008 – filed on SEDAR). *Mineral resources are not mineral reserves and by definition do not demonstrate economic viability.* Drilling of the TLGD to date has intersected the Main Zone over a strike length of about 1,700 metres, with thicknesses of 0.5 m to 30 metres (average width of 7.6 metres) and a high-grade core with an average width of 1.9 metres.

Treasury Metals also has royalty revenue from Sierra Minerals' (TSX:SIM) Cerro Colorado Mine in Mexico and other monetizable assets. Treasury Metals has a strong shareholder base and its management team and board are seasoned mining industry veterans with proven track records.

Technical information in this press release has been reviewed and approved by Scott Jobin-Bevans, Treasury Metals' President and CEO, who is a qualified person under the definitions established by National Instrument 43-101. For additional information on Treasury Metals and its projects, please visit the Company's website at www.treasuremetals.com.

Forward-looking Statements

Securities regulators encourage companies to disclose forward-looking information to help investors understand a company's future prospects. This press release contains statements about our future financial condition, results of operations and business. These are "forward-looking" because we have used what we know and expect today to make a statement about the future. Forward-looking statements usually include words such as may, expect, anticipate, believe or other similar words. We believe the expectations reflected in these forward-looking statements are reasonable. However, actual events and results could be substantially different because of the risks and uncertainties associated with our business or events that happen after the date of this press release. You should not place undue reliance on forward-looking statements. As a general policy, we do not update forward-looking statements except as required by securities laws and regulations.