

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

ITEM 1 Name and Address of Company

Treasury Metals Inc. (the “**Company**”)
130 King Street West, Suite 3680
Toronto, Ontario M5X 1B1

ITEM 2 Date of Material Change

September 21, 2012.

ITEM 3 News Release

A news release disclosing the material change was issued on September 21, 2012 through the facilities of Canada Newswire.

ITEM 4 Summary of Material Change

The Company announced that it had completed the previously announced private placement, including the full amount of the over-allotment option, for aggregate gross proceeds of \$6.0 million.

ITEM 5 Full Description of Material Change

The Company announced that it had completed the previously announced private placement, including the full amount of the over-allotment option, for aggregate gross proceeds of \$6.0 million (the “**Offering**”). A total of 2,000,000 units of the Company (the “**Units**”) were sold at a price of \$0.75 per Unit and 5,625,000 flow-through common shares (the “**Flow-Through Shares**”) were sold at a price of \$0.80 per Flow-Through Share. The Offering was completed through a syndicate of underwriters led by Canaccord Genuity Corp. and including Casimir Capital Ltd. and Jennings Capital Inc. (collectively, the “**Underwriters**”).

Each Unit consists of one common share of the Company (the “**Common Shares**”) and one-half of one Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder to acquire one common share of the Company (a “**Warrant Share**”) at a price of \$1.00 per Warrant Share for a period of 24 months from the closing date of the Offering. The Warrants were issued pursuant to a warrant indenture dated September 21, 2012 (the “**Warrant Indenture**”) between the Company and Equity Financial Trust Company, as warrant agent. A copy of the Warrant Indenture is available on the Company’s SEDAR profile at www.sedar.com.

In connection with the closing of the Offering, the Company paid a cash commission to the Underwriters of 6.0% of the gross proceeds realized from the Offering. In addition, the Company issued an aggregate of 457,500 broker warrants (the “**Broker Warrants**”) to the Underwriters, with each Broker Warrant entitling the holder to acquire one common share of the Company (a “**Broker Warrant Share**”) at a price of \$0.80 per Broker Warrant Share for a period of 24 months from the closing date of the Offering.

The net proceeds raised from the Offering will be used to advance the Company's projects in Ontario and for general working capital purposes.

The following is a description of the anticipated effect of the closing of the Offering on the percentage of securities of each insider who participated in the Offering:

1. Martin Walter – *President and Chief Executive Officer, Director*. Immediately prior to the completion of the Offering, Mr. Walter directly held the following securities: (i) 1,472,500 Common Shares; and (ii) stock options to acquire 550,000 Common Shares. Assuming full conversion of the stock options, Mr. Walter would have held 2,022,500 Common Shares representing 3.74% of the then-issued and outstanding Common Shares (on a fully-diluted basis). Mr. Walter purchased 266,666 Units pursuant to the Offering. Following the completion of the Offering, Mr. Walter directly holds the following securities: (i) 1,739,166 Common Shares; (ii) Warrants to acquire 133,333 Common Shares at an exercise price of \$1.00 until September 21, 2014; and (iii) 550,000 stock options. Assuming full conversion of all securities held, Mr. Walter would hold an aggregate of 2,422,499 Common Shares, representing 3.91% of the currently issued and outstanding Common Shares (on a fully-diluted basis).
2. Marc Henderson – *Non-Executive Chairman, Director*. Immediately prior to the completion of the Offering, Mr. Henderson directly held the following securities: (i) 3,054,148 Common Shares; and (ii) stock options to acquire 500,000 Common Shares. Assuming full conversion of the stock options, Mr. Henderson would have held 3,554,148 Common Shares representing 6.57% of the then-issued and outstanding Common Shares (on a fully-diluted basis). Mr. Henderson purchased 125,000 Flow-Through Shares pursuant to the Offering. Following the completion of the Offering, Mr. Henderson directly holds the following securities: (i) 3,179,148 Common Shares; and (iii) 500,000 stock options. Assuming full conversion of all securities held, Mr. Henderson would hold an aggregate of 3,679,148 Common Shares, representing 5.96% of the currently issued and outstanding Common Shares (on a fully-diluted basis).
3. Blaise Yerly – *Director*. Immediately prior to the completion of the Offering, Mr. Yerly directly held the following securities: (i) 1,001,000 Common Shares; and (ii) stock options to acquire 417,000 Common Shares. Assuming full conversion of the stock options, Mr. Yerly would have held 1,418,000 Common Shares representing 2.63% of the then-issued and outstanding Common Shares (on a fully-diluted basis). Mr. Yerly purchased 150,000 Units pursuant to the Offering. Following the completion of the Offering, Mr. Yerly directly holds the following securities: (i) 1,151,000 Common Shares; (ii) Warrants to acquire 75,000 Common Shares at an exercise price of \$1.00 until September 21, 2014; and (iii) 417,000 stock options. Assuming full conversion of all securities held, Mr. Yerly would hold an aggregate of 1,643,000 Common Shares, representing 2.66% of the currently issued and outstanding Common Shares (on a fully-diluted basis).

4. Greg Ferron – *Vice President, Corporate Development*. Immediately prior to the completion of the Offering, Mr. Ferron directly held the following securities: (i) 94,100 Common Shares; and (ii) stock options to acquire 250,000 Common Shares. Assuming full conversion of the stock options, Mr. Ferron would have held 344,100 Common Shares representing 0.64% of the then-issued and outstanding Common Shares (on a fully-diluted basis). Mr. Ferron purchased 10,000 Units pursuant to the Offering. Following the completion of the Offering, Mr. Ferron directly holds the following securities: (i) 104,100 Common Shares; (ii) Warrants to acquire 5,000 Common Shares at an exercise price of \$1.00 until September 21, 2014; and (iii) 550,000 stock options. Assuming full conversion of all securities held, Mr. Ferron would hold an aggregate of 359,100 Common Shares, representing 0.58% of the currently issued and outstanding Common Shares (on a fully-diluted basis).

Pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”), the private placement subscriptions by insiders constitute a “related party transaction” for the Company. The Company is exempt from both the formal valuation requirement and the minority shareholder approval requirement of MI 61-101 in connection with the Offering in reliance on sections 5.5(a) and 5.6(a) of MI 61-101, respectively, as the neither the fair market value of the securities issued nor the consideration received therefor, insofar as it involves related parties, exceeds 25% of the Company’s market capitalization. The decision to complete the Offering was approved unanimously by the non-interested directors of the Company.

There were less than 21 days before the closing of the Offering and the filing of this material change report. The Company considers this is reasonable and necessary in order to address the Company’s short-term funding requirements and in light of the fact that all securities issued pursuant to the Offering were sold on a bought-deal basis.

ITEM 6 Reliance on subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

ITEM 7 Omitted Information

No information has been omitted from this material change report.

ITEM 8 Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Greg Ferron
Vice President, Corporate Development
Tel: (416) 214-4654

ITEM 9 Date of Report

September 26, 2012