

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 NAME AND ADDRESS OF REPORTING ISSUER

Chieftain Metals Corp. (**Chieftain**)
2 Bloor Street West, Suite 2510
Toronto, Ontario
M4W 3E2

ITEM 2 DATE OF MATERIAL CHANGE

May 10, 2016

ITEM 3 NEWS RELEASE

A news release announcing the material change was issued by Chieftain through Marketwired on May 18, 2016 and subsequently filed on SEDAR.

ITEM 4 SUMMARY OF MATERIAL CHANGE

On May 18, 2016, Chieftain announced that its wholly owned subsidiary, Chieftain Metals Inc., and an investment fund advised by West Face Capital Inc. (**West Face**) entered into a Forbearance Agreement pursuant to which West Face agreed not to exercise its rights under its security that became enforceable on March 31, 2016 until August 2, 2016 (the Forbearance). In consideration of the Forbearance Agreement, Chieftain has agreed to the payment to the lender of \$150,000 or 3 million common shares of Chieftain at the option of West Face.

The continuation of the forbearance arrangement is subject to certain milestones and conditions including the appointment of a financial advisor to assist with Chieftain's strategic review process. Chieftain has appointed Endeavour Financial Limited (Cayman), a mining finance advisory firm, to assist it with this process.

The objective of the strategic review is to unlock value for all stakeholders by pursuing alternatives including project financing, entering into a joint venture with a suitable project partner, sale of a project interest or other project investment. The Tulsequah project is a construction ready, permitted, high grade, polymetallic project with one of the lowest operating costs and camp scale exploration potential.

The after-tax project NPV (8%) published in the 2014 feasibility is C\$146 million which, at May 17, 2016 spot prices, is C\$127 million¹ and at latest consensus prices is C\$227 million².

Keith Boyle, P. Eng, Chief Operating Officer of Chieftain and qualified person under NI 43-101 has supervised the preparation, reviewed and approved the scientific and technical content of this news release.

¹ Excludes streaming to reflect current project situation. Spot Prices: Cu US\$2.12/lb, Pb US\$0.78/lb, Zn US\$0.86/lb, Au US\$1277/oz, Ag US\$17.31/oz, Fx 0.775.

² Excludes streaming, prices based on latest editions of Energy and Metals Consensus Forecast (Apr 8, 2016) and Foreign Exchange Consensus Forecast (May 9, 2016). Both from Consensus Economics Inc. Consensus Prices: Cu US\$3.04/lb, Pb US\$0.90/lb, Zn US\$1.04/lb, Au US\$1248/oz, Ag US\$18.88/oz, Fx 0.789.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

For a full description of the material change, please see the news release attached to this material change report as Schedule "A".

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7 OMITTED INFORMATION

Not applicable.

ITEM 8 EXECUTIVE OFFICER

The following is the name and business number of an executive officer of Chieftain who is knowledgeable about the material change and this material change report.

Pompeyo Gallardo
Chief Financial Officer
Tel: (416) 479-5412

ITEM 9 DATE OF REPORT

This report is dated the 19th day of May, 2016.

SCHEDULE A

Press Release dated May 18, 2016

CHIEFTAIN ENTERS INTO FORBEARANCE AGREEMENT AND APPOINTS FINANCIAL ADVISOR FOR A STRATEGIC REVIEW

TORONTO, ONTARIO MAY 18, 2016 – On May 10, 2016, Chieftain Metals Corp. (TSXV: CFB), (“Chieftain” or “The Corporation”), its wholly owned subsidiary, Chieftain Metals Inc. and an investment fund advised by West Face Capital Inc. (“West Face”) entered into a Forbearance Agreement pursuant to which West Face agreed not to exercise its rights under its security that became enforceable on March 31, 2016 (see press release dated April 6, 2016) until August 2, 2016. In consideration of the Forbearance Agreement, Chieftain has agreed to the payment to the lender of \$150,000 or 3 million common shares of the Corporation at the option of West Face.

The continuation of the forbearance arrangement is subject to certain milestones and conditions including the appointment of a financial advisor to assist the Corporation’s strategic review process. Chieftain has appointed Endeavour Financial Limited (Cayman), a mining finance advisory firm, to assist the Company with this process. The completion of a transaction may take longer than the time specified in the Forbearance Agreement and the Corporation intends to pursue financing alternatives to allow for sufficient time for a proper review process.

The objective of the strategic review is to unlock value for all stakeholders by pursuing alternatives including project financing, entering into a joint venture with a suitable project partner, sale of a project interest or other project investment. The Tulsequah project is a construction ready, permitted, high grade, polymetallic project with one of the lowest operating costs and camp scale exploration potential.

The after-tax project NPV (8%) published in the 2014 feasibility is C\$146 million which, at May 17, 2016 spot prices, is C\$127 million¹ and at latest consensus prices is C\$227 million².

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Qualified Persons

Keith Boyle, P. Eng., Chief Operating Officer of Chieftain Metals Corp. and qualified person under NI 43-101 has supervised the preparation, reviewed and approved the scientific and technical content of this news release.

About Chieftain

Chieftain Metals Corp. is a public holding company, whose principal business is the acquisition, exploration and development of mineral properties. Chieftain’s business has focused on the development of the Tulsequah Chief deposit located in north-western British Columbia, Canada. Chieftain’s properties consist of 65 mineral claims and Crown-grants covering approximately 32,722 hectares including two previously producing mines.

About West Face Capital Inc.

West Face Capital is one of Canada's leading alternative investment managers. West Face Capital is active in a wide range of strategies, including providing bespoke capital solutions to companies with unique opportunities. West Face Capital's capabilities are underpinned by a seasoned multi-disciplinary investment team, proprietary origination channels and deep sector expertise, both domestically and internationally.

About Endeavour Financial

Endeavour Financial is a private independent merchant banking company focused on providing expert and unbiased financial advisory services to the global natural resources sector. Endeavour Financial has a history of achieving success for clients based on resource industry focus, innovative transaction skills and the diverse professional backgrounds of its award-winning team. Offering advice in project, corporate and debt capital markets; equity-linked financings; mergers and acquisitions; and strategic business development over more than two decades, Endeavour Financial has established itself as a leading financial advisor in the natural resources sector. Specific to the mining sector, in the last ten years the firm has closed in excess of US\$ 4 billion of development financings for single-asset emerging producers.

For further information, please contact:

Victor Wyprysky
President & CEO
Tel: (416) 479-5410
Email: vw@chieftainmetals.com

Cautionary Statement Regarding Forward-Looking Information

This press release contains forward-looking information. All statements, other than statements of historical fact, are forward-looking and can be identified by the use of future-oriented words and phrases including without limitation "may", "will", "could", "subject to", "expects" and variations and negatives thereof. Forward-looking information contained in this document is based on the opinions and estimates of management as well as certain assumptions considered by management to be reasonable and which are made as at the date the information is given. Readers should be cautioned that forward-looking information is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. Readers are cautioned to not place undue reliance on forward-looking information because it is possible that predictions, forecasts, projections and other forms of forward-looking information will not be achieved by Chieftain. The forward-looking information contained herein is made as of the date hereof and Chieftain assumes no responsibility to update or revise it to reflect new events or circumstances, except as required by law.

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