

AGAVE SILVER CORP.
MATERIAL CHANGE REPORT
FORM 51-102F3

1. Name and Address of Company:

Agave Silver Corp. (the "Company")
1601 – 675 West Hastings Street
Vancouver, B.C.
V6B 1N2

2. Date of Material Change:

February 12, 2015

3. News Release:

A news release announcing the material change disclosed in this material change report is attached as Schedule "A" and was issued by the Company on February 12, 2015. The news release was distributed via TheNewswire.

4. Summary of Material Change:

The Company has closed its previously announced sale of the Company's interest in the Nuevo Milenio Property via the sale of all of the securities of Cream Minerals de Mexico, S.A. de C.V. ("Cream Mexico") held by the company.

5. Full description of Material Change:

The Company has closed its previously announced sale of the Company's interest in the Nuevo Milenio Property to Frank Lang and Ferdinand Holcapek via the sale of all of the securities of Cream Mexico held by the Company. Cream Mexico holds all right and title to the mineral concessions comprising the Company's Nuevo Milenio Property.

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

Not applicable.

7. Omitted Information:

No significant facts otherwise required to be disclosed in this report have been omitted.

8. Executive Officer:

The following executive officer of the Company is knowledgeable about the material change and may be contacted respecting the change:

Ronald M. Lang
President and Chief Executive Officer

1601 – 675 West Hastings Street
Vancouver, B.C. V6B 1N2
Telephone: 604.687.4622

9. **Date of Report:**

February 24, 2015

Schedule "A"



AGAVE SILVER CORP.

1601 – 675 West Hastings Street
Vancouver, BC Canada V6B 1N2

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February 12, 2015

Agave Silver Corp. Closes Sale of Nuevo Milenio Property in Mexico

Vancouver, BC –February 12, 2015-Agave Silver Corp. (TSX-V: AGV)(“**Agave**” or the “**Company**”) is pleased to announce that it has closed its previously announced sale of Agave’s interest in the Nuevo Milenio Property to Frank Lang and Ferdinand Holcapek via the sale of all of the securities of Cream Minerals de Mexico, S.A. de C.V. (“**Cream Mexico**”) held by Agave. Cream Mexico holds all right and title to the mineral concessions comprising the Company’s Nuevo Milenio Property.

“The sale of the Nuevo Milenio Property allows us to focus our resources on developing mineral exploration projects in Canada, including our 100% owned Kaslo Silver Property in southern British Columbia” said Ronald Lang, President and Chief Executive Officer of the Company. Mr. Lang further added “The sale of the Nuevo Milenio Property also significantly reduces the Company’s current and ongoing debt obligations, and with additional debt reduction strategies being negotiated, and a potential financing, the Company will be in a strong position to explore and execute on additional opportunities going forward.”

Agave is a Canadian minerals exploration company. To learn more about Agave Silver please click here <http://www.agavesilver.com>

On behalf of the board of Agave Silver Corp.

Ronald M. Lang
President & CEO

For Investor Relations please call: Rob Paul at 604-817-6010 or Ron Lang at 604-558-3908.

Tel: (604) 687-4622 Fax: (604) 687-4212 Toll Free: 1-888-267-1400
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Neither the 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.

Forward-Looking Information

This news release contains “forward-looking information” and “forward-looking statements” (collectively, “forward-looking information”) within the meaning of applicable securities laws.

Forward-looking information is generally identifiable by use of the words “believes,” “may,” “plans,” “will,” “anticipates,” “intends,” “could,” “estimates,” “expects,” “forecasts,” “projects” and similar expressions, and the negative of such expressions. Forward-looking information in this news release include statements about developing exploration projects in Canada, including the Kaslo Silver Property; exploration of and execution on additional opportunities; and a potential financing. In connection with the forward-looking information contained in this news release, the Company has made numerous assumptions, regarding, among other things, the assumption that the Company will be able to develop additional mineral exploration projects and complete a potential financing. While the Company considers these assumptions to be reasonable, these assumptions are inherently subject to significant uncertainties and contingencies. In addition, there are known and unknown risk factors which could cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein. Known risk factors include, among others: the Company may not be able to develop any additional mineral exploration projects; and the possibility that the Company may not be able to complete a financing on acceptable terms, or at all.

A more complete discussion of the risks and uncertainties facing the Company is disclosed in the Company’s continuous disclosure filings with Canadian securities regulatory authorities at www.sedar.com. All forwardlooking information herein is qualified in its entirety by this cautionary statement, and the Company disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking.