

Form 51-102F3
Material Change Report

Item 1. Reporting Issuer

AVARONE METALS INC.
507 – 700 West Pender Street
Vancouver, BC V6C 1G8
Telephone: (604) 669-9788

Item 2. Date of Material Change

March 26, 2014

Item 3. Press Release

Issued on March 26, 2014 at Vancouver, British Columbia, Canada and disseminated through Stockwatch and Baystreet.

Item 4. Summary of Material Change

March 26, 2014—Avarone Metals Inc. (TSX-V: AVM) (Frankfurt: W2U; WKN: AOHM01) (the “Company” or “Avarone”) is pleased to announce that it has entered into an agreement with an arm’s length vendor to acquire 100% interest in the McWilliams Lake Gold Project, which covers an area of ~1009hectares, ~6.4km NW of Avarone’s Wildnest Gold Project in central Saskatchewan, near the Manitoba border. The Claims adjoin exploration projects controlled by Hudbay and Murgor to the south. Under the terms of the agreement, Avarone can earn a 100% interest by issuing 4,000,000 common shares and incurring \$1,000,000 in exploration expenditures over the next four years. This transaction is subject to TSX Venture Exchange approval.

Item 5. Full Description of Material Change

See attached press release.

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

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Marc Levy
CEO
(604) 669-5778 ext. 105

Item 9. Date of Report March 26, 2014

AVARONE METALS INC.

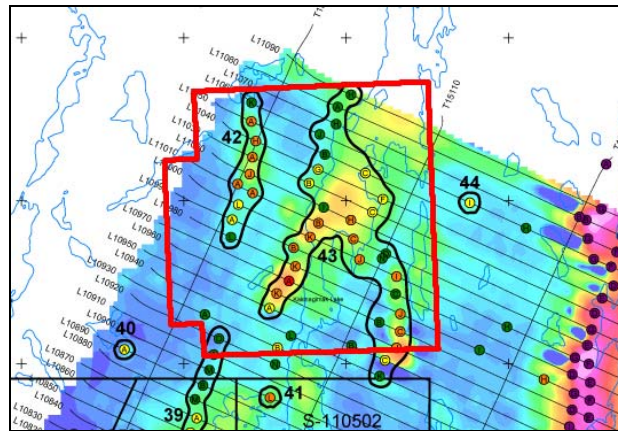
Suite 507 - 700 West Pender Street
Vancouver, British Columbia
V6C 1G8

AVARONE ACQUIRES McWILLIAMS LAKE GOLD PROJECT, EXPANDS HOLDING IN WILDNEST GOLD CAMP

March 26, 2014

TSX-V: AVM

March 26, 2014—Avarone Metals Inc. (TSX-V: AVM) (Frankfurt: W2U; WKN: A0HM01) (the “Company” or “Avarone”) is pleased to announce that it has entered into an agreement with an arm’s length vendor to acquire 100% interest in the McWilliams Lake Gold Project, which covers an area of ~1009 hectares, ~6.4km NW of Avarone’s Wildnest Gold Project in central Saskatchewan, near the Manitoba border. The Claims adjoin exploration projects controlled by Hudbay and Murgor to the south. Under the terms of the agreement, Avarone can earn a 100% interest by issuing 4,000,000 common shares and incurring \$1,000,000 in exploration expenditures over the next four years. This transaction is subject to TSX Venture Exchange approval.



The Company is currently designing an aggressive drill program to confirm and expand known mineralization at Wildnest. Evaluation of preliminary drilling by Hudson Bay and Mingold Resources in the mid 1980's defined a reserve of 660,000 tons grading 0.10 oz/ton Au to a depth of 400 feet (down dip), this being equivalent to roughly 66,000oz Au, with the best drill-hole grading 0.619oz Au/ton over 21ft (285-30ft), including an interval grading 1.36oz Au/ton over 10ft.*

* Peter Born P.Geo., the Company's Qualified Person, has neither reviewed the original Wildnest drilling data or reserve calculations. The reserves reported herein are not NI43-101 compliant and although were prepared by what is assumed to be reputable professionals and are believed to be they cannot be relied upon. These estimates are only relevant in assessing the potential type and dimension of a deposit that could exist and which must be confirmed through drilling and subsequent estimates by the Company. Geological and exploration information contained in this release is derived from sources believed to be credible.

ON BEHALF OF THE BOARD OF DIRECTORS,
AVARONE METALS INC.

"Marc E. Levy"

Marc E. Levy
President & CEO

For more information contact the Company at:

Telephone: (604) 669-9788

Facsimile: (604) 669-9768

The information contained herein may contain "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements."

Forward-looking statements may involve risks and uncertainties such as the risk that the closing may not occur for any reason. The results or events predicted in these statements may differ materially from actual results or events. Factors that might cause a difference include, but are not limited to, the inability of the parties to consummate the definitive agreement, fluctuation of mineral prices, the state of the financial markets, financing requirements and the refusal of the Exchange to accept the proposed transaction for any reason whatsoever and other factors. There can be no assurance that any statements of forward-looking information contained in this release will prove to be accurate. Actual results and future events could differ materially from those anticipated in such statements. These and all subsequent written and oral statements containing forward-looking information are based on the estimates and opinions of management on the dates they are made and expressly qualified in their entirety by this notice. Unless otherwise required by applicable securities laws, Avarone disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on any statements of forward-looking information that speak only as of the date of this release. More detailed information about potential factors that could affect Avarone's financial and business results is included in public documents the Company files from time to time with Canadian securities regulatory authorities and which are available at www.sedar.com.

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. We seek Safe Harbor.