

**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**

December 1, 2014

**Item 3.        Press Release**

Issued on December 1, 2014 at Vancouver, British Columbia, Canada and disseminated through Stockwatch and Baystreet.

**Item 4.        Summary of Material Change**

Vancouver, B.C., December 1, 2014 – Avarone Metals Inc. (TSX-V: AVM) (Frankfurt: W2U; WKN: A0HM01) (the “Company” or “Avarone”) wishes to announce that it has entered into an unsecured loan agreement (the “Agreement”) with an arm’s length party (the “Lender”) in the principal amount of \$15,000. The loan bears an interest at 24% per annum and matures on November 27, 2015. In consideration for the loan, the Company will issue 60,000 common shares at a deemed price of \$0.05 per share to the Lender.

**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    December 1, 2014**

# **AVARONE METALS INC.**

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

## **Avarone Announces Unsecured Loan**

**December 1, 2014**

**TSX-V: AVM**

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**Vancouver, B.C., December 1, 2014** – Avarone Metals Inc. (TSX-V: AVM) (Frankfurt: W2U; WKN: A0HM01) (the “Company” or “Avarone”) wishes to announce that it has entered into an unsecured loan agreement (the “Agreement”) with an arm’s length party (the “Lender”) in the principal amount of \$15,000. The loan bears an interest at 24% per annum and matures on November 27, 2015. In consideration for the loan, the Company will issue 60,000 common shares at a deemed price of \$0.05 per share to the Lender.

In accordance with applicable securities laws, the common shares of the Company to be issued under the Agreement will be subject to a four month hold period.

This transaction is subject to the acceptance for filing by the TSX Venture Exchange.

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

*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.*