

Form 51-102F3
Material Change Report

Item 1. Reporting Issuer

AVARONE METALS INC.
610 – 700 West Pender Street
Vancouver, BC V6C 1G8
Telephone: (604) 669-9788

Item 2. Date of Material Change

June 16, 2015

Item 3. Press Release

Issued on June 16, 2015 at Vancouver, British Columbia, Canada and disseminated through Stockwatch and Baystreet.

Item 4. Summary of Material Change

Vancouver, B.C., June 16, 2015 – Avarone Metals Inc. (TSX-V: AVM) (Frankfurt: W2U; WKN: A0HM01) (the “Company” or “Avarone”) is pleased to announce that the Company closed the non-brokered private placement previously announced on April 20, 2015. The Company issued 36,750,000 units at a price of \$0.01 per unit for gross proceeds of \$367,500. Each Unit consists of one common share and one-half of one transferable share purchase warrant (“Warrant”) of the Company. Each whole Warrant will be exercisable into one common share of the Company at a price of 0.05 per share for a period of two (2) years (the “Offering”). The expiry date of the warrants may be accelerated by the Company if its shares trade at \$0.10 or higher for 10 consecutive trading days.

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 June 16, 2015

AVARONE METALS INC.

Suite 610 - 700 West Pender Street
Vancouver, British Columbia
V6C 1G8

AVARONE CLOSES NON-BROKERED PRIVATE PLACEMENT

June 16, 2015

TSX-V: AVM

Vancouver, B.C., June 16, 2015 – Avarone Metals Inc. (TSX-V: AVM) (Frankfurt: W2U; WKN: A0HM01) (the “Company” or “Avarone”) is pleased to announce that the Company closed the non-brokered private placement previously announced on April 20, 2015. The Company issued 36,750,000 units at a price of \$0.01 per unit for gross proceeds of \$367,500. Each Unit consists of one common share and one-half of one transferable share purchase warrant (“Warrant”) of the Company. Each whole Warrant will be exercisable into one common share of the Company at a price of 0.05 per share for a period of two (2) years (the “Offering”). The expiry date of the warrants may be accelerated by the Company if its shares trade at \$0.10 or higher for 10 consecutive trading days.

The Offering was conducted in accordance with the TSX Venture Exchange (“TSXV”) bulletin dated April 7, 2014, *Discretionary Waivers of \$0.05 Minimum Pricing Requirement*, pursuant to the provisions of Multilateral CSA Notice 45-313, *Prospectus Exemption for Distributions to Existing Security Holders*.

The Company shall use the net proceeds of the Offering to settle third party indebtedness which includes long-term loans and auditor’s fees, transfer agent and regulatory fees and the balance towards property option commitments and working capital purposes. Up to \$37,000 of the proceeds will be used towards related party expense payments consisting of rent, accounting and administration. None of the proceeds will be used to pay management fees.

All securities issued under the Offering are subject to a hold period of four months plus one day in accordance with applicable securities laws.

On behalf of the Board of Directors,

AVARONE METALS INC.

Marc Levy
CEO

For more information contact the Company at:

Telephone: (604) 669-5778

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.

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

We seek Safe Harbor.