

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Avarone Metals Inc. (the “**Company**”)
Suite 610, 700 West Pender Street
Vancouver, BC
Canada V6C 1G8

Item 2 Date of Material Change

September 29, 2016

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of TheNewswire on September 29, 2016.

Item 4 Summary of Material Change

The Company announced it has completed its quotation process in the United States, and its common shares are currently trading on the OTC Open Market under the trading symbol “**AVRTF**”. Given the approval from the Financial Industry Regulatory Authority (FINRA), the Company is now proceeding with Depository Trust Company (DTC) eligibility, which, barring any unforeseen delays or concerns with the Company’s application, is expected to take approximately 3 to 4 weeks to complete.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the press release attached as Schedule “A” for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Marc Levy
Chief Executive Officer and Director
Telephone: (604) 669-9788

Item 9 Date of Report

September 29, 2016

SCHEDULE "A"



AVARONE METALS INC.
Suite 610, 700 West Pender Street
Vancouver, BC Canada V6C 1G8

AVARONE METALS INC. QUOTED ON OTC OPEN MARKET UNDER SYMBOL AVRTF

September 29, 2016

CSE: AVM

Vancouver, B.C., September 29, 2016 – Avarone Metals Inc. (CSE: AVM) (Frankfurt: W2U1; WKN: A14SVX) (the “**Company**” or “**Avarone**”) announces it has completed its quotation process in the United States, and its common shares are currently trading on the OTC Open Market under the trading symbol “**AVRTF**”. Given the approval from the Financial Industry Regulatory Authority (FINRA), the Company is now proceeding with Depository Trust Company (DTC) eligibility, which, barring any unforeseen delays or concerns with the Company’s application, is expected to take approximately 3 to 4 weeks to complete.

"Being quoted on the OTC Market increases our access to, and visibility among, retail and institutional investors in the United States. It will also provide additional liquidity for existing shareholders and new investors alike," commented Marc Levy, Chief Executive Officer of Avarone.

The Company's common shares will continue to trade on the Canadian Securities Exchange under the ticker symbol "**AVM**".

About OTC Markets Group

OTC Markets Group's financial markets provide investors with the information necessary to intelligently analyze, value, and trade 10,000 U.S. and global securities through the broker of their choice. Their markets empower companies to provide the levels of transparency necessary to create more efficient markets. Together with their SEC regulated Alternative Trading System, OTC Link® ATS, the combined transparency and transactional efficiency creates a compelling trading experience for investors. For more information on the OTC Markets Group, please visit www.otcm Markets.com.

About Depository Trust Company

The Depository Trust Company (DTC), a subsidiary of the Depository Trust & Clearing Corporation DTCC, manages the electronic clearing and settlement of publicly traded companies. Securities that are eligible to be electronically cleared and settled through the DTC are considered “DTC eligible”. This electronic method of clearing securities speeds up the receipt of stock and cash, and thus accelerates the settlement process for investors.

On behalf of the Board of Directors,

AVARONE METALS INC.

Marc Levy
Chief Executive Officer

For more information, please contact the Company at:

Telephone: (604) 669-9788

Facsimile: (604) 669-9768

Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities 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.