

Form 51-102F3
Material Change Report Under
National Instrument 51-102

1. Name & Address of Company

Linear Metals Corporation
1969 Upper Water, Suite 2001
Halifax, Nova Scotia
B3J 3R7

2. Date of Material Change

October 24, 2011.

3. News Release

A news release with respect to the material change referred to in this report was issued through newswire services on October 19, 2011 and filed on the system for electronic document analysis and retrieval (SEDAR).

4. Summary of Material Change

Linear Metals Corporation announced that it intends to complete a non-brokered private placement of up to four million units at a price of \$0.25 per Unit for aggregate gross proceeds of up to \$1,000,000.

5. Full Description of Material Change

Linear Metals Corporation announced that it intends to complete a non-brokered private placement ("Private Placement") of up to four million units ("Units") at a price of \$0.25 per Unit for aggregate gross proceeds of up to \$1,000,000. Each Unit will consist of one (1) common share of the Company ("Common Share") and one half (1/2) of one Common Share purchase warrant of the Company ("Warrant"), with each full Warrant entitling the holder to acquire one common share of the Company at a price of \$0.35 per common share for a period of 24 months from the closing date. The expiry date of the warrants may be accelerated by the Company if the shares of the Company trade at \$0.50 or greater for twenty consecutive trading days.

Finders will be entitled to a commission in the amount of 7.0% of the gross proceeds received from the sale of the Units ("Finder's Fee"), payable 50% in cash and 50% in Units.

Net proceeds of the Private Placement will be used for exploration of the Company's Kenyan property package and working capital.

The Private Placement is scheduled to close by October 28, 2011 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval and acceptance by the Toronto Stock Exchange. All securities to be issued pursuant to the private placement will be subject to a four month hold period.

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

Not applicable

7. Omitted Information

Not applicable

8. Senior Officer

Brian MacEachen
President & Chief Executive Officer
Telephone: (902) 422-1421
Fax: (902) 491-4281

DATED at Halifax, Nova Scotia this 24th day of October, 2011.

Linear Metals Corporation.

By:

(signed) "Brian MacEachen"
Brian MacEachen
President & Chief Executive Officer