

**Form 51-102F3**  
***Material Change Report***

**1. Name and Address of Company**

**Weststar Resources Corp.**  
1656 Scarborough Crescent  
Port Coquitlam, BC V3C 2R1

(the “Company”)

**2. Dates of Material Change(s)**

February 12, 2014

**3. News Release(s)**

A news release was issued on February 13, 2014 and disseminated via Baystreet News and Stockwatch News pursuant to section 7.1 of National Instrument 51-102.

**4. Summaries of Material Changes**

Vancouver, British Columbia, February 13, 2014 – WESTSTAR ENTERS INTO OPTION AGREEMENT WITH COPPER MOUNTAIN MINING FOR ITS AXE PROPERTY, AN ADVANCED STAGE COPPER-GOLD PORPHYRY DEPOSIT

**5. Full Description of Material Changes**

News Release dated February 13, 2014– See Schedule “A”

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

Not applicable.

**7. Omitted Information**

No information has been omitted.

**8. Executive Officer**

Mr. Will Rascan, President and CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 945-6749.

**9. Date of Report**

This report is dated February 13, 2014.

SCHEDULE “A”  
to the Material Change Report dated February 13, 2014

**WESTSTAR ENTERS INTO OPTION AGREEMENT WITH COPPER  
MOUNTAIN MINING FOR ITS AXE PROPERTY, AN ADVANCED STAGE  
COPPER-GOLD PORPHYRY DEPOSIT**

*Vancouver, BC – February 13, 2014:* Weststar Resources Corp. (TSX-V: WER) (“**Weststar**”) announced today that, further to the news release dated August 27, 2013, it and Bearclaw Capital Corp. (“**Bearclaw**”) (TSX-V: BRL) have entered into an option agreement (the “**Agreement**”) with Copper Mountain Mining Corp. (“**Copper Mountain**”) (TSX: CUM), a British Columbia corporation, whereby Copper Mountain may acquire up to 75% undivided interest in and to 25 mineral claims located in British Columbia, Canada, known as the Axe Property (the “**Property**”). Weststar and Bearclaw currently hold the property as a joint venture (the “**Axe JV**”), in which the parties hold 70% and 30% interests, respectively.

Under the terms of the Agreement, Copper Mountain can earn a 51% interest in the Axe Property by incurring CDN\$3,000,000 of expenditures in exploration activities on the Property by the end of the five year Earn-in Period, with a minimum of \$100,000 being incurred in each year, and paying to the Company and Bearclaw (collectively, in proportion to their Participating Interests in the Axe JV): \$30,000 on the first anniversary of the Commencement Date; and \$50,000, \$100,000, \$150,000 and \$200,000 on the succeeding anniversaries of the Commencement Date.

If Copper Mountain completes the required expenditures and payments it can chose to exercise the Option, in which case a joint venture will be formed between Copper Mountain, Weststar and Bearclaw, with Copper Mountain holding a 51% Participating Interest and Weststar and Bearclaw holding 34.3% and 14.7% Participating Interests, respectively; or it can elect to acquire an additional 12% interest in the Property (increasing its interest to 63%, absent other adjustments) by incurring no less than \$3,000,000 in expenditures on the Property. Further, an additional 12% (increasing its interest to 75%) can be acquired by incurring another \$3,000,000 in expenditures (for a total of \$9,000,000) on the Property. In the event Copper Mountain exercises the second and third options and acquires an undivided 75% interest in the Property, then the Company will have a 17.5% and Bearclaw a 7.5% Participating Interest in the Property respectively.

### **The Property**

The Property is an advanced stage development project with sufficient exploration potential to enhance the existing and known resource to an economic mineral deposit. The Property consists of 25 mineral claims (4,983 hectares), located in the Similkameen Mining Division, 20 km north of Princeton, British Columbia. In 2012, Weststar had optioned the property to Xstrata Copper Canada (“Xtrata”). Xstrata spent over \$475,000 in 2012 expenditures before terminating the agreement due to corporate restructuring.

A 2008 Technical Report NI 43-101 resource estimate by Jack R.Kerr, P.Eng based on pre-2006 drilling, estimated the Property to contain an indicated resource of 39 million tonnes at 0.38% copper and an additional 32 million tonnes of inferred resources at 0.38% copper. A copy of this report is available on SEDAR and the Company’s website.

### **About Weststar Resources**

Weststar Resources is committed to evaluating, securing and advancing Canadian mineral properties. Weststar’s current stable of properties include its “Albany South East” Property, contiguous to the southeast side of Zenyatta Ventures’ Albany Graphite Deposit Discovery, its “East Miller Property” adjacent to the east of Canada Carbon’s historic Miller Graphite Mine, its

advanced "Axe" Porphyry Copper-Gold Project, 20 kilometers north of Princeton, BC and its "Tahts Reach" Property, adjacent to Gold Reach's Ootsa Property.

### **About Copper Mountain Mining**

Copper Mountain's flagship asset is the Copper Mountain mine located in southern British Columbia near the town of Princeton. The Company has a strategic alliance with Mitsubishi Materials Corporation who owns 25% of the mine. The Copper Mountain mine commenced production in the summer of 2011.

For further info on the Company please visit [www.weststarresources.com](http://www.weststarresources.com) or email [info@weststarresources.com](mailto:info@weststarresources.com). Telephone: 604-945-6749.

On Behalf of the Board

Will Rascan, President  
Weststar Resources Corp.

*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.*

*This press release contains forward-looking statements about Weststar Resources Corp. Forward-looking statements are statements that are not historical facts. The forward-looking statements in this press release are subject to various risks, uncertainties and other factors that could cause the resulting issuer's actual results or achievements to differ materially from those expressed in or implied by forward-looking statements. These risks, uncertainties and other factors include, without limitation, uncertainty as to resulting issuer's ability to achieve the goals and satisfy the assumptions of management general economic factors and other factors that may be beyond the control of the parties. Forward-looking statements are based on the beliefs, opinions and expectations of the management of Weststar Resources Corp. at the time they are made, and Weststar Resources Corp. does not assume any obligation to update its forward-looking statements if those beliefs, opinions or expectations, or other circumstances, should change.*