

**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

July 8, 2019

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 Stockwatch and Baystreet on July 9, 2019.

Item 4 Summary of Material Change

The Company announced a change of directors.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the appointment of Mr. Rana Vig as an independent director of the Company effective July 8, 2019. Mr. Vig replaces Peter Born who has resigned as a director of the Company.

A full copy of the news release is attached hereto as Schedule “A”.

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

Kulwant Sandher, Chief Financial Officer
Telephone: (604) 669-9788

Item 9 Date of Report

July 9, 2019

AVARONE METALS INC. APPOINTS RANA VIG TO THE BOARD AS AN INDEPENDENT DIRECTOR

Vancouver, B.C., July 9, 2019 – Avarone Metals Inc. (CSE: AVM; OTC: AVRTF; FWB: W2U1 - WKN: A14SVX) (the "Company" or "Avarone") is pleased to announce the appointment of Mr. Rana Vig as an independent director of the Company effective July 8, 2019.

Mr. Vig has over 30 years of business experience during which time he has helped to launch five business ventures in private industry. He has been involved in several publicly traded companies since 2010, serving first as an executive at an industry leading algorithmic securities trading systems company and then of an award winning automated referral marketing solutions company that powered loyalty and referral marketing programs across 39 countries for brands including AT&T, Sprint, Telus and Envision Financial.

In 2018, Mr. Vig became the CEO of Lead Ventures Inc. and oversaw and executed on the acquisition and \$5 billion plus RTO of Curaleaf Holdings Inc. (CSE: CURA) which raised \$520 million, making it the largest Canadian cannabis financing in history. Also, in 2018, Mr. Vig took the helm of Rockbridge Resources, which he successfully restructured by acquiring, through RTO, the \$2 billion plus Harvest Health & Recreation (CSE: HARV) which closed a \$300 million financing – making it the third largest cannabis financing of 2018.

From 2011 to 2016 Mr. Vig served as President of Musgrove Minerals, an Idaho focused gold and copper mining exploration company, and from 2013 to 2016, he was the Chairman and CEO of Continental Precious Minerals Inc., a TSX senior board exploration company with a focus on advancing one of the largest uranium projects in the world, located in Sweden.

Mr. Vig is currently CEO of Blue Lagoon Resources (CSE: BLLG), a newly listed exploration company with a focus on the acquisition, exploration and development of gold properties. Mr. Vig is a former chair of the BC Open Learning Agency and serves on several public company boards and committees. He is active in many charitable and community organizations acting as director or advisor.

In November 2017, Mr. Vig was invited to the Canadian Senate to receive the Senate 150th Anniversary Medal - which were awarded to top Canadians actively involved in their communities who, through generosity, dedication and hard work, make their hometowns and communities, a better place to live.

Mr. Vig will replace Peter Born who has resigned as a director of the Company. The Company wishes to thank Mr. Born for his long time dedication to the Company and for stepping down to make room for Mr. Vig. Mr. Born continues to be engaged by the Company as a consulting geologist.

"Rana has significant cannabis public company expertise and coming off his recent successes with taking two of the biggest players in the sector public - Curaleaf and Harvest Health & Recreation – he will make a highly valued addition to the Avarone board of directors. His expertise in capital markets, acquisitions and corporate finance will be an invaluable asset to the company," said Marc Levy, chief executive officer.

In connection to Mr. Vig's appointment to the board, he has also been appointed as a member of the audit committee, and the Company has granted Mr. Vig 250,000 stock options exercisable at \$0.13 per common share for a period of five years expiring on July 8, 2024, subject to all requisite regulatory approvals.

On behalf of the Board of Directors,

AVARONE METALS INC.

Marc Levy
Chief Executive Officer and Director

For more information contact the Company at:

Telephone: (604) 669-9788

Facsimile: (604) 669-9768

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We seek Safe Harbor.*