

**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

May 21, 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 May 23, 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. John Bean, CPA as an independent director of the Company effective immediately.

Mr. Bean is an experienced cannabis sector CFO who provides corporate finance leadership and strategic business development guidance; and who strengthens corporate governance. He has joined the board as an independent director, where he will bring to bear his financial management, capital markets, strategic acquisitions and corporate governance experience.

Mr. Bean was the CFO of Aurora Cannabis Inc. (TSX: ACB), a Canadian federally licensed producer of medical cannabis, during its first two years as a public company, when it obtained its license to grow, became licensed to sell, and then received customer revenues. Aurora Cannabis grew from \$100m market capitalization to multi-billion market capitalization under Mr. Bean’s initial financial stewardship.

Mr. Bean has served on the board of Prescient Mining Corp., which became Aurora Cannabis Inc., General Fusion Inc., SyncWave Energy Inc., TAP Ventures Inc., RSI International, BC Technologies Industry Association, Accenture’s CSTaR (Center for Strategic Technology Research) and Bobolink Daycare Society for Deaf Children.

"John is a highly valued addition to the Avarone board of directors. He brings significant financial, strategic acquisitions and capital markets expertise, which will help guide the company moving forward," said Marc Levy, CEO. "His wise counsel will serve our stakeholders well, as we execute on our strategic plans."

"I’m delighted to again join Mr. Levy and his team, to contribute perspectives and knowledge which I gained during previous natural resource extraction, technology, cannabis and real estate ventures. I look forward to supporting the Company to execute on its plans and to helping create shareholder value." said Mr. Bean.

In connection to Mr. Bean's appointment to the board, he has also been appointed as a member of the audit committee.

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

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

Item 9 Date of Report

May 23, 2019



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

NEWS RELEASE

AVARONE METALS INC. APPOINTS FORMER AURORA CFO JOHN BEAN TO THE BOARD AS AN INDEPENDENT DIRECTOR

Vancouver, B.C., May 23, 2019 – Avarone Metals Inc. (CSE: AVM; OTC: AVRTF; FWB: W2U1 - WKN: A14SVX) (the “**Company**” or “**Avarone**”) is pleased to announce the appointment of Mr. John Bean, CPA as an independent director of the Company effective immediately.

Mr. Bean is an experienced cannabis sector CFO who provides corporate finance leadership and strategic business development guidance; and who strengthens corporate governance. He has joined the board as an independent director, where he will bring to bear his financial management, capital markets, strategic acquisitions and corporate governance experience.

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"I'm delighted to again join Mr. Levy and his team, to contribute perspectives and knowledge which I gained during previous natural resource extraction, technology, cannabis and real estate ventures. I look forward to supporting the Company to execute on its plans and to helping create shareholder value." said Mr. Bean.

In connection to Mr. Bean’s appointment to the board, he has also been appointed as a member of the audit committee.

On behalf of the Board of Directors,

AVARONE METALS INC.

Marc Levy
Chief Executive Officer and Director



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Suite 610, 700 West Pender Street
Vancouver, BC Canada V6C 1G8

For more information 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.