

Form 51-102F3
Material Change Report

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS “CONFIDENTIAL”.

Item 1. Name and Address of Company

Kiplin Metals Inc. (the “Company”)
2200 HSBC Building,
885 West Georgia Street
Vancouver, B.C.
V6C 2E8

Item 2. Date of Material Change

October 9, 2020

Item 3. News Release

The news release was disseminated through TSX, BC Securities Commission, Alberta Securities Commission, Stockwatch, and Market News.

Item 4. Summary of Material Change

Kiplin Metals Inc. (the “**Company**”) (TSXV: **KIP**) held its Annual General and Special Meeting (the “**Meeting**”) on Friday, October 9, 2020. At the Meeting, shareholders voted to re-appoint Clive Massey, Richard Ko, Peter Born, and Gilbert Schneider to the Board of Directors. Shareholders also re-approved the 10-per-cent rolling stock option plan, re-appointed Manning Elliott as auditor of the Company for the ensuing year and approved a proposed consolidation (the “**Consolidation**”) of the issued and outstanding common shares of the Company on the basis of up to five (5) common shares for one (1) common share, or such lesser ratio as the directors may deem appropriate. The board of directors has not yet made a final decision to proceed with a Consolidation, and completion of any Consolidation remains subject to the review and approval of the TSX Venture Exchange.

Item 5. Full Description of Material Change

Kiplin Metals Inc. (the “**Company**”) (TSXV: **KIP**) held its Annual General and Special Meeting (the “**Meeting**”) on Friday, October 9, 2020. At the Meeting, shareholders voted to re-appoint Clive Massey, Richard Ko, Peter Born, and Gilbert Schneider to the Board of Directors. Shareholders also re-approved the 10-per-cent rolling stock option plan, re-appointed Manning Elliott as auditor of the Company for the ensuing year and approved a proposed consolidation (the “**Consolidation**”) of the issued and outstanding common shares of the Company

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

Nothing in this form is required to be maintained on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Clive Massey, President & C.E.O.
Phone: (604) 622-1199

Item 9. Date of Report

Dated at Vancouver this 13th day of October, 2020.

By: Kiplin Metals Inc.

“Clive Massey”

Clive Massey, President and CEO