FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Metallis Resources Inc.
604 – 850 West Hastings Street
Vancouver, BC V6C 1E1

Item 2: Date of Material Change

November 28, 2019

Item 3: News Release

A news release was issued and disseminated on November 28, 2019 via CNW Group (Cission), and Stockwatch.

Item 4: Summary of Material Changes

The Company announced the completion of the 2019 field exploration and drilling program (the "Program") at its 100%-owned Kirkham Property (the "Property"), located in the prolific Eskay Camp of the Golden Triangle, northwestern British Columbia.

The Property is highly prospective for multiple mineral deposit types associated with the fertile magmatic – hydrothermal events along the Eskay Rift system. The 2019 Program was designed to evaluate the porphyry copper-gold, epithermal gold and nickel targets throughout the Kirkham Property. The Company excavated 23 trenches and completed 11 drill holes totaling 4,460 meters ("m") in the high-priority targets including the Cole-Etta, Miles and Cliff porphyry centers. The inclement weather towards the end of the season, precluded the drilling of several other porphyry copper-gold and nickel targets. A summary of the drilling program is presented in Table 1. Analytical results have been slow to arrive due to a backlog at the laboratory. Assay results will be released upon receipt and verification.

Item 5: Full Description of Material Change

Please see the news release attached as Schedule "A" hereto for a full description of the material change.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:
Fiore Aliperti, President
Telephone: (604) 688-5077

Item 9: Date of Report

November 28, 2019

METALLIS COMPLETES 2019 DRILL PROGRAM ON THE KIRKHAM PROPERTY

November 28, 2019

Vancouver, BC: Metallis Resources Inc. (TSX-V: MTS; OTCQB: MTLFF) (the "Company" or "Metallis") announces the completion of the 2019 field exploration and drilling program (the "Program") at its 100%-owned Kirkham Property (the "Property"), located in the prolific Eskay Camp of the Golden Triangle, northwestern British Columbia.

The Property is highly prospective for multiple mineral deposit types associated with the fertile magmatic – hydrothermal events along the Eskay Rift system. The 2019 Program was designed to evaluate the porphyry copper-gold, epithermal gold and nickel targets throughout the Kirkham Property. The Company excavated 23 trenches and completed 11 drill holes totaling 4,460 meters ("m") in the high-priority targets including the Cole-Etta, Miles and Cliff porphyry centers. The inclement weather towards the end of the season, precluded the drilling of several other porphyry copper-gold and nickel targets. A summary of the drilling program is presented in Table 1. Analytical results have been slow to arrive due to a backlog at the laboratory. Assay results will be released upon receipt and verification.

Cole-Etta High-grade Gold Target

Building on last year's high-grade drill intercept of **137 g/t Au** over 0.6m (See news release dated November 29, 2018), Metallis' geologists outlined a 1 km long by 200m wide zone of NE oriented faults and epithermal veins along the Cole porphyry system. Over 200 continuous rock-chip samples were collected from 21 trenches excavated along the historic copper and gold geochemical anomalies. (Click here to View Map). The highlight assays included **18 g/t Au** over 0.2m in a drusy textured epithermal quartz vein and **0.56 g/t Au** and **0.31%** Cu over 0.9m within massive pyrite-pyrrhotite veins. Several 2m intervals of continuous trench samples assayed anomalous gold ranging from **0.5 g/t to 1.25 g/t Au**. Based on the trench sampling results and field exploration, the Company drilled 6 holes totaling 2,235m in the Cole-Etta target area. Assay results are pending.

Miles Porphyry Gold-Copper System

3D geological modeling and field mapping conducted earlier in the 2019 season discovered a large 600m x 300m wide porphyry stock called the "Miles zone", north of the Cliff porphyry system (Click here to View Map). The monzonite porphyry stock shows systematic patterns of potassic alteration surrounded by sericitic and outer propylitic alteration zones. The geological team excavated two 20m-long trenches and collected 21 continuous rock-chip samples for geochemical analysis. The assays reported anomalous gold-copper values highlighted by **3.7 g/t Au** and **0.87% Cu** over 2m in the southern trench. The field exploration and encouraging geochemical results warranted the drilling of 2 holes totaling 761m at this prospect. Assay results are pending.

Cliff Porphyry Gold-Copper Target

3D geological modeling and thorough surface mapping verified a ~60º eastward dip of the Hawilson Monzonite. This work doubled the width of the Cliff zone and helped design the 2019 drilling program. A total of 3 holes comprising 1,464m were drilled at the Cliff Target. Two of the drill holes originated from the same location were designed to evaluate the eastern and deeper part of the Hawilson Monzonite Porphyry. The 3rd hole was drilled as a 100m step out hole to confirm the continuity of the Cliff porphyry gold-copper mineralization to the north. The near surface part of the mineralized zone has now been systematically tested at ~100m intervals over a strike length of 1 km. Assay results are pending.

Thunder North Nickel Targets

Metallis' exploration team led by Dr. Peter Lightfoot identified the "Lehto Pluton" and "K9 Creek" as two high-priority nickel targets at Thunder North. The initial field program was focused on the lower flanks of the Lehto Pluton, targeting the ultramafic intrusions and potential magmatic sulfide mineralization. The 2nd phase exploration program in October, discovered a series of gabbroic outcrops at the K9 target, which sits within the Ni-Mountain gabbros and is located ~1.5 km southwest of the E&L deposit (Click here to view map). A drill location was set up to test a subtle geophysical anomaly and potential differentiated olivine gabbros at K9 Creek. The proposed hole wasn't drilled due to poor weather and freezing temperatures at higher altitudes late in the season. This drill ready target is expected to be tested early in the Company's 2020 drilling campaign.

Table-1 Summary of the 2019 Drilling Program at Kirkham Property

Area	Hole_ID	Easting	Northing	Azi	Dip	Plan_m	Depth_m	Target Description
Cole-Etta	KH19-23	399452	6263062	280	-45	250	307	Au-geochemistry across a NE-trending fault to the west
Cole-Etta	KH19-24	399255	6263367	90	-45	350	445	Sheeted veins, Cu-Au geochem and NE-trending faults
Cole-Etta	KH19-25	399255	6263370	120	-45	350	461	Au-geochemistry, NE-faults, and 137 g/t Au in KH18-19
Miles	KH19-26	399377	6259432	105	-60	450	383	Adam fault, Cu-Au geochemistry, mag-high and potassic
Miles	KH19-27	399680	6259500	280	-75	450	378	Adam fault, deeper mag-high and potassic zone
Miles	KH19-36	399385	6259210	100	-60	400	*Not drilled	Cu-oxides and sericitic alteration in monzonite to the E
Cliff	KH19-28	398833	6257275	110	-60	500	440	Extension of Monzonite and deep Cu-Au potassic to the E
Cliff	KH19-29	398833	6257275	110	-80	500	510	Depth potential of mineralized Monzonite and potassic core
Cliff	KH19-30	398817	6257395	110	-70	500	514	Continuity of Cliff porphyry system to the N, E and at depth
Cliff	KH19-35	399103	6257272	110	-60	500	*Not drilled	Soil Au-geochemistry and depth-potential of Cliff target
Cole	KH19-31	399474	6263373	80	50	450	451	Sulphide veins to the N and mag-anomaly to the E
Cole	KH19-32	399528	6263114	305	45	200	255	Au-geochemistry, sulphide veins N of 137/g/t Au in KH18-19
Cole	KH19-33	399662	6263040	90	60	350	316	Monzodiorite porphyry and magnetic anomaly to the E
Cole	KH19-34	399660	6263038	190	50	400	*Not drilled	Porphyry, gossans and high-grade gold mineralization
Thunder N	KH19-37	394460	6270326	0	60	300	*Not drilled	Targeting a subtle mag and potential olivine gabbros
					Planned (m)	5950		
					Total drilled (m)	**4460**		

*Not drilled: *Targets untested due to poor weather and logistics towards the end of the 2019 field season*

Fiore Aliperti, Metallis' President and CEO stated "Our Exploration Team went above and beyond our expectations for the 2019 field and drilling season. The team have delivered new discoveries and met a challenging target of drilling over 4,400 meters within budget. Although we fell slightly short on our goal for total drilled meters, the understanding on the geology and structural setting in drilling this year was far better

than we could hope for." Mr. Aliperti went on to add "We understand the frustrations our investors feel with regards to late assay reporting, I fully share those concerns. I want to assure all that we are in constant contact with our service provider who are totally focused on turning them around as quickly as possible."

QAQC Procedure

Metallis has adopted a rigorous quality assurance and quality control ("QA/QC") program to ensure best practices in sampling diamond drill core and surface rock chip and soil samples. Approximately 1 kg of rock/soil and averaged 2m NQ size diamond drill core samples were delivered to ALS Global's preparation facility in Terrace, BC, where the materials were initially crushed to 70% pass 2mm fraction, and then a 250g split was pulverized to better than 85% passed a 75-micron screen. The geochemical analyses were performed by ALS in Vancouver using multi-element 4-Acid digest ICP-MS package (ME-MS61). Gold was analyzed by fire assay technique Au-ICP21. In addition to the internal QAQC program by ALS, Metallis inserted 10% lab certified standards, blanks and field duplicates into the overall sampling stream. ALS is a global testing, inspection and certification business with facilities and laboratories in dozens of global locations; and is an ISO/IEC 17025:2005 accredited laboratory independent of the Company.

Qualified Person

Technical aspects of this news release have been reviewed and approved by David Dupre, P.Geo., designated as a qualified person under National Instrument 43-101.

About the Kirkham Property

The 106 sq. km Kirkham Property totals 10,610 Hectares and is located about 65 km north of Stewart, B.C., in the heart of the Golden Triangle's prolific Eskay Camp. The northern border of Kirkham is contiguous to Garibaldi Resources' E&L Nickel Mountain Project. The northeast corner of Kirkham is within 12 km of the Eskay Creek mine while the eastern border is within 15 - 20 km of Seabridge Gold's KSM deposits and Pretium Resources' Brucejack mine.

About Metallis

Metallis Resources Inc. is a Vancouver-based company focused on the exploration of gold, copper, nickel and silver at its 100%-owned Kirkham Property situated in northwest British Columbia's Golden Triangle. Metallis trades under the symbol MTS on the TSX Venture Exchange and currently has 36,155,767 shares issued and outstanding.

On behalf of the Board of Directors:

/s/ "Fiore Aliperti"
Chief Executive Officer, President and Director

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