MATERIAL CHANGE REPORT
Form 51-102F3
Section 7.1 of National Instrument 51-102

Item 1. Name and Address of Company

Carlisle Goldfields Limited
401 Bay Street, Suite 2702
Toronto, Ontario M5H 2Y4

Item 2. Date of Material Change

September 15, 2015

Item 3. News Release

A news release was issued via Marketwired on September 15, 2015.

Item 4. Summary of Material Change

Carlisle Goldfields Limited ("**Carlisle**" or the "**Company**", TSX: CGJ, OTCQX: CGJCF) announced the continuation of the 2015 "Special Exploration" drill program outside the Feasibility Study area on Lynn Lake Joint Venture ("LLJV") claims at Lynn Lake, Manitoba. The Q4/2015 program will consist of a further approximately 5,500m of drilling on four target areas in the South Belt identified through field sampling and data compilation. Additional Q1/2016 winter drilling is anticipated on two areas in the North Belt pending IP results, including the newly discovered "Little Wing" gold prospect and the historic Arbour Lake prospect.

Item 5. Full Description of Material Change

A news release with respect to the material change referred to in this report was issued via Marketwired on September 15, 2015, a copy of which is attached as Schedule "A".

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

Not applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Abraham Drost, President and Chief Executive Officer
Tel: (807) 252-7800

Item 9. Date of Report

This report is dated as of the 15th day of September 15, 2015.

SCHEDULE "A"

NEWS RELEASE DATED SEPTEMBER 15, 2015

See attached.

CARLISLE GOLDFIELDS

CGJ TSX CGJCF OTCQX

PRESS RELEASE

FOR IMMEDIATE RELEASE **TSX: CGJ & OTCQX: CGJCF**

Carlisle Announces Exploration Drilling at Lynn Lake; Discovery of the Little Wing Gold Prospect; Participation at the 2015 Precious Metal Summit Colorado

September 15, 2015 - Toronto, Ontario - Carlisle Goldfields Limited ("Carlisle" or the "Company", TSX: CGJ) is pleased to announce the continuation of the 2015 "Special Exploration" drill program outside the Feasibility Study area at the Lynn Lake Joint Venture ("LLJV") claims at Lynn Lake, Manitoba. The Q4/2015 program will consist of a further approximately 5,500m of drilling on four target areas in the South Belt identified through field sampling and data compilation (Table 1; Figure 1). Additional Q1/2016 winter drilling is anticipated on two areas in the North Belt pending IP results, including the newly discovered "Little Wing" gold prospect and the historic Arbour Lake prospect.

The discovery of the Little Wing gold prospect in highly altered angular float boulders and outcrop by senior project geologist Ben Kuzmich demonstrates the considerable exploration potential remaining in the Lynn Lake Belt between the Farley Lake and MacLellan gold deposits. The Little Wing prospect is hosted in granitoid intrusive rocks within the North Belt Agassiz Metallotect and exhibits surface assay values of up to 361 grams per tonne of gold ("g/t gold") (Figure 1).

Carlisle and its joint venture partner Alamos Gold Inc. ("Alamos") (TSX: AGI) (NYSE: AGI) are jointly funding the CAD$4 million Special Exploration program outside the Feasibility Study area in calendar 2015. Carlisle is the Operator of Special Exploration activities on the balance of the 39,000 hectare LLJV claims.

Carlisle's joint venture partner Alamos previously acquired a 25% interest in the LLJV and has the right to increase its interest to 51% by spending CAD$20 million on the advancement of a Feasibility Study on the MacLellan and Farley Lake deposits by November 10, 2017. Alamos may increase its interest in the LLJV to a maximum of 60% by delivering a compliant Feasibility Study within the same period.

Carlisle's President and CEO, Abraham Drost commented that: "Results from geological mapping, prospecting and sampling during the 2015 Special Exploration program have highlighted the potential for additional mineralization in the South Belt and North Belt greenstone assemblage of the Lynn Lake gold camp. We are particularly excited by the discovery of the new Little Wing prospect.

The Q4/2015 drilling campaign will also better define evident continuity of mineralization between the Burnt Timber and Linkwood deposits within the Johnson Shear and related splay structures in the South Belt. It is our continuing belief that the Burnt Timber and Linkwood

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deposits are part of a larger gold system in this area of the Johnson Shear. We expect that the area will ultimately be subjected to a definitive feasibility study to assess future pipeline development potential for the LLJV. We look forward to sharing our plans with participants at the 2015 Precious Metal Summit Colorado, September 16-18, 2015."

Table 1: Special Exploration Results from the Lynn Lake Gold Camp (see Figure 1)

Drill Target: Arbour Lake (North Belt)	
Highlights	Planned Work
Of the 55 surface samples collected from the quartz-diorite intrusive, 10 assayed >0.4g/t Au including a 1.3g/t Au chip sample across a 2.5m wide north trending quartz vein with disseminated chalcopyrite-bornite and 13.9g/t Au from a heavily silicified quartz-diorite grab sample in the immediate wallrock to the vein. This vein is coincident with a 340m long north trending airborne EM conductor identified in the regional airborne survey flown this past spring.	A work permit has been submitted for a Q4/15 ground IP survey to define the extent of the north-south mineralized structures. Follow-up drilling, pending IP results, is planned for Q1/16.
Drill Target: Little Wing (New Discovery) (North Belt)	
Highlights	Planned Work
Of the 39 surface grab samples collected to date 16 assayed >0.4 g/t Au, including three samples between 1-2 g/t Au and five samples with >5 g/t Au including up to 361 g/t Au from a narrow quartz vein with abundant VG. High-grade mineralization is hosted within angular hematite, silica-sericite altered granite boulders interpreted to be frost heaved sub-crop. Mapping in the area has identified several similarly altered granite/granodiorite outcrops up to 450m along strike to the east which returned low-grade gold mineralization in the range of 0.2-0.7 g/t Au.	A work permit has been submitted for the Q4/15 ground IP survey to define the extent of the mineralized trend. Follow-up drilling, pending IP results, is planned for Q1/16.
Drill Target: Johnson Vein (South Belt)	
Highlights	Planned Work
Of the 36 surface grab samples collected to date, 13 assayed >0.4g/t Au, including four samples between 1-2 g/t Au and six samples with >5 g/t Au taken from quartz-sulfide veins up to 60cm wide exposed in historic trenches along the Johnson shear zone.	Three drill holes along the eastern margin of the Johnson & Johnson option property will be drilled in Q4/15 to test the continuity of mineralization along the Johnson shear zone in this area.

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Drill Target: Maynard (South Belt)	
Highlights	Planned Work
DV15-04 drilled this past spring returned 1.6 g/t Au over 10.6m from 35m depth and 5.6 g/t Au over 5.6m from 151m depth. DV15-05 drilled 100m to the east returned 5.0 g/t Au over 4.5m from 107m depth (see press release dated June 10, 2015). Both zones are coincident with a 1km long pronounced IP chargeability anomaly which has not been drilled tested to the east.	Four holes along the eastern continuation of the IP anomaly will be drilled in Q4/15 to test the extension of mineralization up to 500m along strike to the east.
Drill Target: 12-13 Zone (South Belt)	
Highlights	Planned Work
Historic intersections in the 12-13 zone of up 1.3 g/t Au over 6m and 1.0 g/t Au over 10.5m demonstrate a mineralization style and distribution similar to that of the western portion of the Burnt Timber deposit. The 12-13 zone is coincident with an 800m long pronounced IP chargeability anomaly 100m SW of the Burnt Timber deposit.	Nine holes will test the possible strike extension of the existing Burnt Timber NI 43-101 compliant resource for a strike length of 1.1km to a vertical depth of 200m. The drill program will also test the existence of mineralized zones with a possible strike length of 800m, located 100m to the southwest of the Burnt Timber resource as suggested by 13 historic drill holes into the 12-13 Zone.
Drill Target: Lost Lake (South Belt)	
Highlights	Planned Work
The Lost Lake target overlies a 2.3km long pronounced IP chargeability anomaly within the Johnson Shear zone identified in the Dunvegan IP survey this spring. Historic drilling in the area returned up to 4.6 g/t Au over 4.8m within a silica-carbonate flooded deformation zone.	Approximately seven holes will be drilled in Q4/15 to test the IP anomaly along 200-300m wide step-outs.

QA/QC

Carlisle's Special Exploration program was carried out under the direction of Mr. Ryan Weston, P.Geo., Chief Geologist of Carlisle and a Qualified Person as defined by NI 43-101, who has reviewed and approved the technical content of this press release.

Samples were transported directly in secure containers from the Carlisle Goldfields site in Lynn Lake, Manitoba, to the TSL Laboratories in Saskatoon, Saskatchewan. TSL, which is an accredited ISO/IEC 17025 lab, assayed the samples using standard fire assay methods with a gravimetric finish. Certified standards are placed in the sample stream at a rate of one standard per 20 samples. Certified blanks are placed in the sample stream at a rate of one blank every 40 samples. Results are analyzed for acceptance at the time of import. All standards associated with

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the results in this press release were determined to be acceptable within the defined limits of the standard used.

Special Exploration Program on LLJV Lands

Carlisle previously announced a 3,500m drill program in the Dunvegan area along strike to the west of the Linkwood and Burnt Timber deposits on the Johnson Shear structure within the Lynn Lake greenstone belt. Two geological/prospecting field crews were on the LLJV claims during the summer field season conducting exploration and evaluation of a variety of newly discovered and historical gold occurrences for additional drill testing.

The Burnt Timber deposit has a previously reported (December 2, 2013) Inferred open pit-constrained mineral resource of 23.4 million tonnes at an average grade of 1.04g/t gold and the Linkwood deposit has an Inferred open pit-constrained mineral resource of 21.0 million tonnes at an average grade of 1.16 g/t gold.

The LLJV previously conducted a high-resolution airborne magnetic and electromagnetic geophysical survey over the entire property and Induced Polarization (IP) ground surveys to assist with drill target identification. Structural analysis of the airborne geophysical data was completed by SRK Mining Consultants. Drill targets were selected through a ranking system evaluating favourable structural and lithological targets identified in the new airborne and ground geophysics coincident with historical gold occurrences in the belt.

About Carlisle: Carlisle Goldfields Limited is a gold exploration and development company focused together with its joint venture partner Alamos Gold Inc. on a Definitive Feasibility Study (DFS) evaluation of the Lynn Lake Gold Camp in Lynn Lake, Manitoba, Canada. Carlisle previously established NI 43-101 compliant mineral resource estimates on five (5) gold deposits within its Lynn Lake Gold Camp, four of which form the basis for a Preliminary Economic Assessment (PEA) reported December, 2013 PEA and filed on SEDAR in February, 2014 (concerning the Farley Lake Mine Deposit, MacLellan Mine Deposit, Burnt Timber Mine Deposit, and Linkwood Deposit).

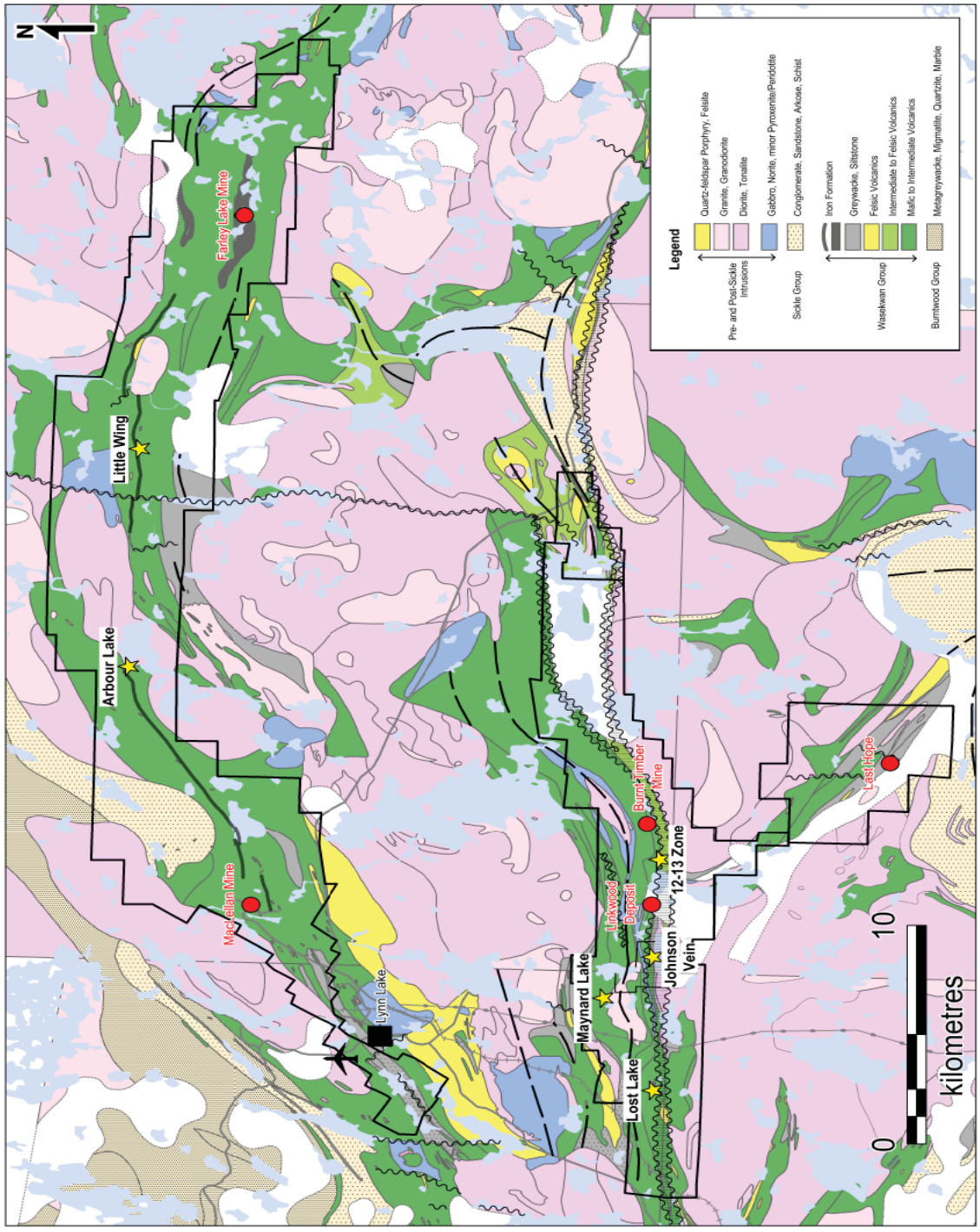
A subsequent PEA reported on February 27, 2014 and filed on SEDAR in April, 2014 focused on an open pit mining and processing model for only the historical Farley Lake Mine and MacLellan Mine deposits. The study by TetraTech resulted in a pre-tax IRR of 34% using a gold sale price of US$1100 over life of mine, derived from discounted cash flows with a post-tax $NPV_{5\%}$ of CAD$257 million on production of 145,000 oz gold per year on average over a 12 year mine life (see www.carlislegold.com for PEA Press Release dated February 27, 2014). The latter is the starting point for further DFS-level engineering and development work by the Lynn Lake Joint Venture with Alamos as Operator.

Carlisle's objective, together with Alamos, its First Nation partners, the Manitoba government, and municipality of Lynn Lake, is to efficiently advance the Lynn Lake Gold Camp Project through DFS, environmental and mine permitting to set the stage for a decision on resumption of gold production in the historic Lynn Lake mining camp, Manitoba.

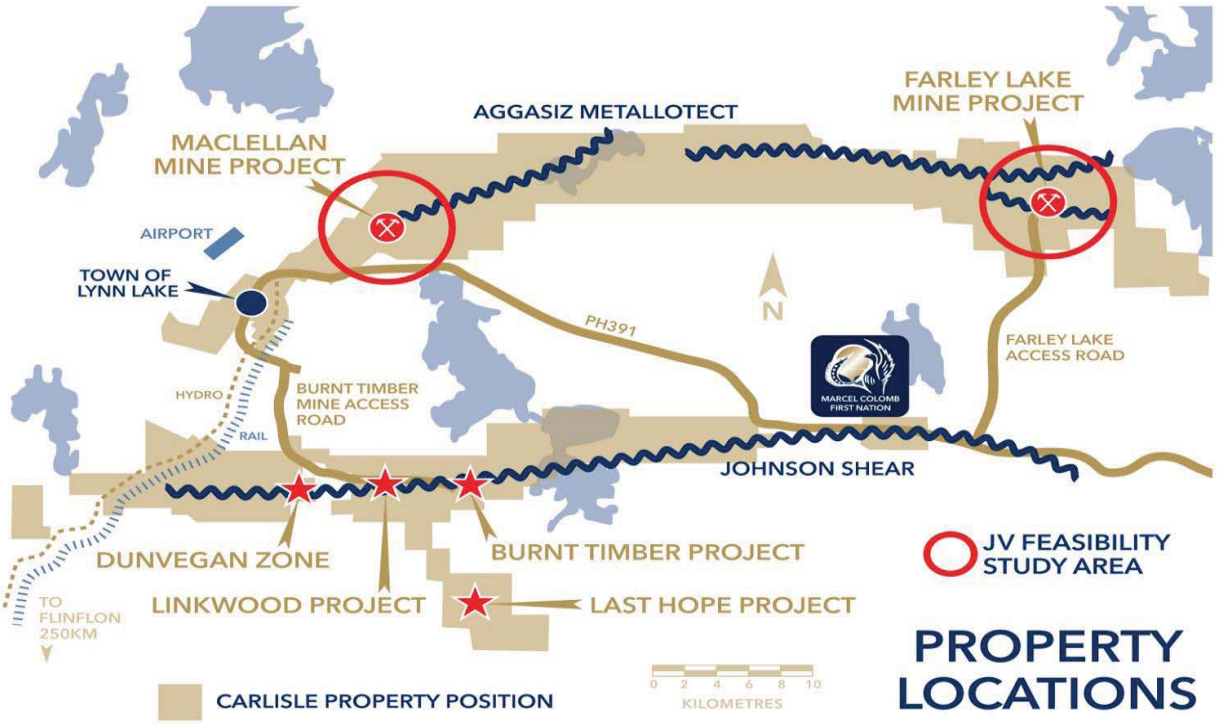
Further details including mineral resource technical reports are available on SEDAR (www.sedar.com) or carlislegold.com/resource-summary.php

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Figure1 – Regional Geology with Q4/15 and Q1/16 Special Exploration Drill Targets



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Except for statements of historical fact contained herein, the information in this press release may constitute "forward-looking information" within the meaning of Canadian securities law. Other than statements of historical fact, all statements are "forward-looking statements", including the establishment and estimate of resources that involve various known and unknown risks and uncertainties and other factors. There can be no assurance that such statements will prove accurate. Results and future events could differ materially from those anticipated in such statements. Readers of this press release are cautioned not to place undue reliance on these "forward-looking statements". Except as otherwise required by applicable securities statutes or regulation, Carlisle expressly disclaims any intent or obligation to update publicly forward-looking information, whether as a result of new information, future events or otherwise.

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