

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF COMPANY

WEST KIRKLAND MINING INC. ("West Kirkland")
788 – 550 Burrard Street Vancouver BC, V6C 2B5
Telephone: (604) 685-8311 Facsimile: (604) 484-4710

ITEM 2. DATE OF MATERIAL CHANGE October 24, 2016

ITEM 3. NEWS RELEASE

A news release was disseminated on October 24, 2016 to the TSXV as well as through various other approved public media and was SEDAR filed with the British Columbia and Alberta Securities Commissions.

ITEM 4. SUMMARY OF MATERIAL CHANGE

VANCOUVER, BRITISH COLUMBIA, October 24, 2016 – West Kirkland Mining Inc. (WKM:TSXV) ("West Kirkland" or the "Company") announces the execution of subscription agreements for a private placement of common shares of the Company with two of its major shareholders for \$1,650,000 at \$0.10 per share (the "Private Placement").

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

**WEST KIRKLAND ANNOUNCES A NON-BROKERED
PRIVATE PLACEMENT FOR \$1,650,000**

Drilling Targeting Expanded Resources within the Permitted Pit to Commence

VANCOUVER, BRITISH COLUMBIA, October 24, 2016 – West Kirkland Mining Inc. (WKM:TSXV) ("West Kirkland" or the "Company") announces the execution of subscription agreements for a private placement of common shares of the Company with two of its major shareholders for \$1,650,000 at \$0.10 per share (the "Private Placement").

The Company has agreed to issue 16,500,000 shares at a price of \$0.10 per share for aggregate gross proceeds of \$1,650,000. There are no finder's fees or commissions to be paid on the Private Placement, which was arranged by management. Following the private placement Sun Valley Gold Master Fund, Ltd. and Ruffer LLP, on behalf of its clients, will hold 33.19% and 16.84% respectively of the common shares of the Company.

The Company intends to use the net proceeds of the Private Placement for general working capital, targeted resource expansion drilling, regional exploration, and phase two permitting on its 75% interest in the Hasbrouck Project in Nevada. Clover Nevada LLC, a wholly-owned subsidiary of Waterton Precious Metals Fund II Cayman, LP, ("Waterton"), owns the remaining 25% interest in the Hasbrouck Project. Waterton has indicated to the Company that they will fund their 25% share of project expenditures.

Sandy McVey COO of West Kirkland said, "We are very pleased to see continued support from our institutional investors, who recognize the value at Hasbrouck, a 927,000 oz Measured and Indicated Resource gold project in an excellent mining jurisdiction." (see details below)

“The Hasbrouck Project is one of only a handful of permitted, open-pit gold projects. The Hasbrouck Project is very simple construction and the first phase can be started immediately. We see the opportunity for additional ounces within the permitted pit outline that are currently outside of modelled reserves. This financing along with our project partner's contribution will allow us to drill these key targets.”

In September, 2016 the Company reported the results of an independent pre-feasibility study of its Hasbrouck Project, based at USD\$ 1,275 per oz gold. For further information please refer to the Company's September 1, 2016 news release. The Hasbrouck and Three Hills deposits are all-oxide with low stripping ratios, minimal pre-strip, and no adverse environmental or cultural factors. The resources and their metallurgy have been well-studied and analyzed. Good infrastructure exists nearby consisting of accommodations, grid electricity, paved highways and multiple water sources. The Phase 1 Three Hills Mine is fully permitted and permitting work for the Phase 2 Hasbrouck Mine will continue.

Hasbrouck Project Mineral Reserves Effective Sept 1, 2016

Proven and Probable Reserves total 45.3 million tons containing 762,000 oz gold and 10.6 million oz silver as detailed below:

Hasbrouck Project Reserves, June 3, 2015, Mine Development Associates ^(1, 2)						
Three Hills Mine Reserves		Ore k tons	Gold Grade (oz Au/ton)	Gold k oz	Silver Grade (oz Ag/ton)	Silver k oz
0.005 opt Au cut-off	Proven	-	-	-	-	-
	Probable	9,653	0.018	175	-	-
	P&P	9,653	0.018	175	-	-
Hasbrouck Mine Reserves						
Variable Cut-off grade ⁽³⁾	Proven	6,242	0.020	127	0.410	2,562
	Probable	29,374	0.016	461	0.273	8,007
	P&P	35,617	0.017	588	0.297	10,569
Total Hasbrouck Project						
Variable Cut-off grade ⁽³⁾	Proven	6,242	0.020	127	0.410	2,562
	Probable	39,028	0.016	635	0.205	8,007
	P&P	45,270	0.017	762	0.233	10,569

Notes to mineral reserves table:

- (1) The estimation and classification of Proven and Probable Mineral Reserves have been prepared by Thomas L. Dyer, P.E., of Mine Development Associates following CIM standards
- (2) Mineral Reserves are estimated based on \$1,225/oz gold and \$17.50/oz silver
- (3) Cutoff grades used for Mineral Reserves are: Three Hills 0.005 oz Au/ton, Hasbrouck Upper Siebert 0.008 oz Au/ton, and Hasbrouck Lower Siebert 0.007 oz Au/ton

Hasbrouck Deposit Reported Mineral Resources November 3, 2014.

Mineral Resources are reported inclusive of Mineral Reserves

Mine Development Associates **(0.006 oz AuEq/ton Cut-off)**

Class	Tons	Gold Grade oz Au/ton	Gold oz Au	Silver Grade oz Ag/ton	Silver oz Ag
Measured	8,261,000	0.017	143,000	0.357	2,949,000
Indicated	45,924,000	0.013	595,000	0.243	11,147,000
M+I	54,185,000	0.014	738,000	0.26	14,096,000

Inferred	11,772,000	0.009	104,000	0.191	2,249,000
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Notes: oz AuEq/ton = oz Au/ton + (oz Ag/ton x 0.000417)

Three Hills Deposit Reported Mineral Resources August 4, 2014,
Mine Development Associates (**0.005oz Au/ton Cut-off**)

Class	Tons	Gold Grade oz Au/ton	Gold oz Au
Indicated	10,897,000	0.017	189,000
Inferred	2,568,000	0.013	32,000

Notes to mineral resource tables:

- CIM definitions are followed for classification of Mineral Resources.
- Mineral Resources are estimated using a price of \$1,300 per oz Gold and a price of \$22 per oz silver.
- Totals may not represent the sum of the parts due to rounding
- The Mineral Resources have been prepared by Paul Tietz, C.P.G. of Mine Development Associates in conformity with CIM "Estimation of Mineral Resource and Mineral Reserves Best Practices" guidelines and are reported in accordance with the Canadian Securities Administrators NI43-101. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. There is no certainty that all Mineral Resources will be converted into Mineral Reserves.

The shares sold in the above noted Private Placement will be subject to the approval of the TSX Venture Exchange and will bear a four-month resale restriction from the date of closing.

The securities offered pursuant to the Offerings have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About West Kirkland Mining Inc.

West Kirkland owns a 75% interest in the Hasbrouck Gold Project in Tonopah, Nevada. A completed Pre-Feasibility Study and Environmental Assessment with construction level drawings for the Three Hills Mine provides a shovel-ready gold project. West Kirkland also holds a 60% interest in the open pit heap-leach TUG Gold Project in Utah in Joint Venture with Newmont.

For more information, contact:

Kris Begic, Investor Relations, at (604) 685-8311

www.wkmining.com

Disclaimer for Forward-Looking Information

This press release contains forward-looking information or forward-looking statements (collectively "forward-looking information") within the meaning of applicable securities laws. Forward-looking information is typically identified by words such as: "believe", "expect", "anticipate", "intend", "estimate", "postulate" and similar expressions, or are those, which, by their nature, refer to future events. Forward-looking information in this news release includes, without limitation, the statements regarding the use of proceeds, ability to achieve the recoveries and the processing capacity of the mines; regulatory processes and permitting; estimates of gold or other minerals grades; anticipated costs, anticipated sales, project economics, the realization of expansion and construction activities and the timing thereof; production estimates and other statements that are not historical facts. Information concerning mineral resource/reserve estimates and the economic analysis thereof contained in the prefeasibility study are also forward-looking statements in that they reflect a prediction of the mineralization that would be encountered, and the results of mining it, if a mineral deposit were developed and mined. Although West Kirkland believes that such timing and expenses as set out in this press release are

reasonable, it can give no assurance that such expectations and estimates will prove to be correct. The Company cautions investors that any forward-looking information provided by the Company is not a guarantee of future results or performance, and that actual results may differ materially from those in forward-looking information as a result of various factors, including, but not limited to, the state of the financial markets for the Company's equity securities, the state of the market for gold or other minerals that may be produced generally, significant increases in any of the machinery, equipment or supplies required to develop and operate a mine, a significant change in the availability or cost of the labor force required to operate a mine, a significant increases in the cost of transportation for the Company's products, variations in the nature, quality and quantity of any mineral deposits that may be located, the Company's ability to obtain any necessary permits, consents or authorizations required for its activities, to raise the necessary capital or to be fully able to implement its business strategies and other risks associated with the exploration and development of mineral properties. The reader is referred to the Company's public filings for a more complete discussion of such risk factors and their potential effects which may be accessed through the Company's profile on SEDAR at www.sedar.com.

Cautionary Note to U.S. Investors Regarding the Use of Mining Terms

This press release has been prepared in accordance with the securities laws in effect in Canada, which differ from the requirements of U.S. securities laws. Unless otherwise indicated, all resources and reserve estimates included in this press release have been prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") and the Canadian Institute of Mining, Metallurgy, and Petroleum Definition Standards on Mineral Resources and Mineral Reserves. NI 43-101 is a rule developed by the Canadian Securities Administrators which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Canadian standards, including NI 43-101, differ significantly from the requirements of the U.S. Securities and Exchange Commission (the "SEC") Industry Guide 7, and resource or reserve information contained herein may not be comparable to similar information disclosed by U.S. companies. In particular, and without limiting the generality of the foregoing, "resources" and "reserves" established under NI 43-101 standards may not qualify as "resources" and "reserves" under U.S. standards. Under U.S. standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. In addition, under U.S. standards, a "Final" or "Bankable" feasibility study is required to report reserves, the three-year historical average price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority. Disclosure of "contained ounces" in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute "reserves" by SEC standards as in-place tonnage and grade without reference to unit measures. Accordingly, information concerning mineral deposits set forth in this press release may not be comparable with information made public by companies that report in accordance with U.S. standards.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

ITEM 6. RELIANCE ON SUBSECTION 7.1 OF NATIONAL INSTRUMENT 51-102 N/A

ITEM 7. OMITTED INFORMATION N/A

ITEM 8. MULTILATERAL INSTRUMENT 61-101 – PROTECTION OF MINORITY SECURITY HOLDERS IN SPECIAL TRANSACTIONS ("MI 61-101")

The Private Placement is a "related party transaction" within the meaning of MI 61-101. Section 5.2 of MI 61-101 requires that certain information be disclosed in this material change report, as follows:

(a) *Description of the transaction and its material terms:*

See Item 5 of this report above.

(b) *Purpose and business reasons for the transaction:*

The proceeds from the Private Placement will be used for the purposes set out in section 5 of this report above.

(c) *Anticipated effect of the transaction on the issuer's business and affairs:*

The Private Placement will enable the company to permit and mine design work on its Hasbrouck gold project in Nevada.

- (d) *Description of (i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties, and (ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:*

See Item 5 of this report above.

- (e) *Unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:*

The Private Placement was unanimously approved by the Company's board of directors.

- (f) *Summary, in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure documents for the transaction:*

Not applicable (see Item 8(i) of this report below).

- (g) *Disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction (i) that has been made in the 24 months before the date of the material change report, and (ii) the existence of which is known, after reasonable inquiry, to the issuer or to any director or senior officer of the issuer:*

There is no "prior valuation" (as such is defined in MI 61-101).

- (h) *General nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:*

Not applicable.

- (i) *Disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7, respectively, of MI 61-101 and the facts supporting reliance on the exemptions:*

The Company relied on exemptions from the requirements for a formal evaluation and minority shareholder approval. An exemption from the formal valuation requirement is available under section 5.5(b) of MI 61-101 because the Company is listed on the TSX Venture Exchange and an exemption from the minority shareholder approval requirement is available under section 5.7(1)(b) of MI 61-101 because the fair market value of the Private Placement is not more than \$2,500,000.

The news release was issued and this material change report was filed on the closing date of the Private Placement. The Company considered this reasonable and necessary in order to continue with permitting and mine design work on its Hasbrouck gold project in Nevada.

ITEM 9. EXECUTIVE OFFICER

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

Sandy McVey, Chief Operating Officer Phone: (604) 685-8311

ITEM 10. DATE OF REPORT

October 24, 2016