

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

ITEM 1. NAME AND ADDRESS OF COMPANY

WEST KIRKLAND MINING INC. ("West Kirkland")
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ITEM 2. DATE OF MATERIAL CHANGE December 31, 2015

ITEM 3. NEWS RELEASE

A news release was disseminated on December 31, 2015 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, December 31, 2015 – West Kirkland Mining Inc. (WKM:TSXV) ("West Kirkland" or the "Company") announces that it has closed a private placement of common shares of the Company with two of its major shareholders for \$700,000 at \$0.05 per share (the "Private Placement").

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

**WEST KIRKLAND ANNOUNCES AND CLOSSES A NON BROKERED PRIVATE
PLACEMENT FOR \$700,000**

VANCOUVER, BRITISH COLUMBIA, December 31, 2015 – West Kirkland Mining Inc. (WKM:TSXV) ("West Kirkland" or the "Company") announces that it has closed a private placement of common shares of the Company with two of its major shareholders for \$700,000 at \$0.05 per share (the "Private Placement").

The Company issued 14,000,000 shares at a price of \$0.05 per share for aggregate gross proceeds of \$700,000. There were no finder's fees or commissions paid on the Private Placement which was arranged by management with the Company's major shareholders. Following the private placement, the purchasers, Sun Valley Gold Master Fund, Ltd. and Ruffer LLP, will hold 31.23% and 16.12% respectively of the common shares of the Company.

The Company intends to use the net proceeds of the Private Placement for general working capital and permitting and mine design work on the 75% interest in the Hasbrouck gold 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 Hasbrouck. The Company considered it reasonable and necessary to complete the Private Placement as soon as possible to continue with its work at the Hasbrouck gold project.

R. Michael Jones, President, CEO and co-founder of West Kirkland said, "We are very pleased to see such solid support from our institutional investors, who recognize the value at Hasbrouck, a well-defined gold project in an excellent mining jurisdiction. The Three Hills open pit and heap leach operation, the first phase at Hasbrouck, was granted a positive Decision Record to construct and operate in November, 2015. This Private Placement allows us to continue with permitting work on phase two, the larger, nearby Hasbrouck open pit and heap leach operation"

The Hasbrouck Gold Project involves the open pit mining of two of the knolls or peaks at Three Hills for the first two to three years of operation, followed by open pit mining of the nearby, larger Hasbrouck hill. The Company intends to conserve cash where possible while working towards the permitting of the larger Hasbrouck open pit while also preparing for a construction decision as market conditions improve. The Company is also looking for synergistic opportunities in distressed situations, in the current challenging market conditions.

The shares sold in this Private Placement will be subject to 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 the Hasbrouck Gold Project

Located near Tonopah, Nevada, the Hasbrouck Gold Project consists of two oxidized gold deposits eight kilometers apart, Three Hills and Hasbrouck. West Kirkland has a 75% controlling interest in the project. In 2015, Waterton Precious Metals Fund II Cayman, LP bought a 25% interest in the Hasbrouck Gold Project and certain exploration assets for US \$17.5 million.

- 567,000 recoverable gold ounces, 71,000 ounces annual production for 8 years
- US \$708 adjusted operating costs per ounce, US \$779 all-in sustaining costs
- US \$75.3 million After-Tax NPV (5%), 26% IRR at US \$1,225/oz Au and US \$17.50/oz Ag
- US \$54.3 million initial capital

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

Hasbrouck Project Reserves June 3, 2015 Mine Development Associates ^(1,2)						
Three Hills		K tons	Grade (oz Au/ ton)	K oz Au	oz Ag/ton	K oz Ag
0.005 opt Au cut-off	Proven	-	-	-	-	-
	Probable	9,653	0.018	175	-	-
	P&P	9,653	0.018	175	-	-
Hasbrouck						
Variable ⁽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 ⁽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:

(1) The estimation and classification of Proven and Probable reserves have been prepared by Thomas L. Dyer, P.E., of Mine Development Associates following CIM standards. 100% Project Basis

(2) Reserves are estimated based on US \$1,225/oz gold and US \$17.50/oz silver.

(3) Cut-off grades used for 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 Project Resources

Resources are reported inclusive of reserves.

Hasbrouck Deposit Reported Mineral Resources*					
November 3, 2014 Mine Development Associates (0.006oz AuEq/ton Cut-off)					
Class	Tons	oz Au/ton	oz Au	oz Ag/ton	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

Notes: oz AuEq/ton = oz Au/ton + (oz Ag/ton x 0.000417)

Three Hills Reported Mineral Resources*			
August 4, 2014 Mine Development Associates (0.005oz Au/ton Cut-off)			
Class	Tons	oz Au/ton	oz Au
Indicated	10,897,000	0.017	189,000
Inferred	2,568,000	0.013	32,000

Notes:

(1) CIM definitions are followed for classification of Mineral Resources. 100% Project Basis

(2) Mineral Resources are estimated using a gold price of US \$1,300 per ounce and a silver price of US \$22 per ounce.

(3) Totals may not represent the sum of the parts due to rounding.

(4) 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 resource will be converted into mineral reserve.

See Technical Report on SEDAR filed July 17, 2015 and the News Release dated June 3, 2015 for risk factors, QAQC and other details.

Qualified Persons

The Prefeasibility Study and Mineral Resource Estimate were prepared in conformance with NI 43-101 by Mine Development Associates (MDA). The report was prepared by Thomas L. Dyer, P.E. and Paul Tietz, C.P.G. of MDA, with contributions by Herb Osborne, Metallurgical Eng., SME, of H.C. Osborne & Associates (metallurgy), Ryan Baker, P.E., of Newfields (civil and heap leach) and Carl Defilippi, SME, of Kappes Cassidy & Associates (process design). Each person is a "Qualified Person" under NI 43-101 and has reviewed and approved the information in this news release relevant to the portion of the Hasbrouck prefeasibility study for which they are responsible. MDA has reviewed and verified the data disclosed in this news release to be in conformity with generally accepted CIM "Estimation of Mineral Resource and Mineral Reserves Best Practices" guidelines and in accordance with NI 43-101.

Sandy McVey, P.Eng., Chief Operating Officer for West Kirkland, and a non-independent Qualified Person as defined by NI 43-101, has reviewed the information contained in this news release and has verified the data.

Other Transactions

West Kirkland also received US \$50,000 in a separate and completely unrelated transaction that closed on December 29th, for the sale to a mining company of five non-core isolated patented claim blocks totalling 82.06 acres in the Silver Peak area of Nevada. These claim blocks were part of the Hasbrouck acquisition in April, 2014.

About West Kirkland Mining Inc.

West Kirkland was formed in 2010 to focus on gold exploration along major geological trends in North America. The Company has consolidated significant mineral rights positions within known gold trends of Nevada and Utah, including the Hasbrouck and Three Hills properties in southern Nevada. The founders, management, and board members of West Kirkland have extensive experience in gold discovery, mine development, and mine operations in Nevada and other gold producing jurisdictions in North America. The founders have a successful track record of international mining finance.

For more information, contact:

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

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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.

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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

December 31, 2015