

**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 June 3, 2015

ITEM 3. NEWS RELEASE

A news release was disseminated on June 3, 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, June 3, 2015 – West Kirkland Mining Inc. (WKM:TSXV) ("West Kirkland" or the "Company") announces the results of an independent prefeasibility study of the Hasbrouck Project, Nevada produced by Mine Development Associates (MDA) of Reno. Values presented in this news release are in U.S. dollars and are based on 100% of the project; the Company has a 75% interest in the project and has the right to make an offer on the remaining 25%. The remaining 25% is a participating interest and if not purchased by the Company the holder must contribute to capital or dilute.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

VANCOUVER, BRITISH COLUMBIA, June 3, 2015 – West Kirkland Mining Inc. (WKM:TSXV) ("West Kirkland" or the "Company") announces the results of an independent prefeasibility study of the Hasbrouck Project, Nevada produced by Mine Development Associates (MDA) of Reno. Values presented in this news release are in U.S. dollars and are based on 100% of the project; the Company has a 75% interest in the project and has the right to make an offer on the remaining 25%. The remaining 25% is a participating interest and if not purchased by the Company the holder must contribute to capital or dilute.

The project has a 26% internal rate of return (IRR) and an after-tax \$75.3 million net present value (NPV) at a 5% discount rate using \$1,225/oz gold and \$17.50/oz silver. Processing is expected to average 6.1 million ore tons per year to annually produce 71,000 ounces of gold. The Three Hills and Hasbrouck deposits are located within a large land position with near surface gold intercepts that are proximal to, and not presently included, in the resource models. These intercepts are viable exploration targets for drilling, planned after achieving initial production.

The Three Hills mine is expected to produce for approximately two years followed by six years at the Hasbrouck mine, to produce a combined 567,000 ounces of gold over eight years. The life of mine stripping ratio is modeled at 1.1:1. An adsorption-desorption-recovery (ADR) plant is planned at Three Hills for stripping loaded carbon from both the Three Hills and Hasbrouck mines. Loaded carbon from the Hasbrouck mine is to be trucked five miles (eight kilometers) north to Three Hills for gold recovery.

Initial capital expenditures to construct the Three Hills mine and ADR plant are estimated at \$54.3 million. Further project investment of \$83 million in Year 1 and 2 of production is required to

construct the larger Hasbrouck mine. Of this, \$43.5 million will be from free cash flow generated by Three Hills. Peak funding is expected to be reached in Year 2 at \$89.1 million (see Project Highlights table below for details).

Adjusted operating costs for the project are predicted to be \$708 per ounce of gold, with all-in sustaining costs of \$779 per ounce of gold.

“The Hasbrouck Project is simple and straight-forward,” said Sandy McVey, West Kirkland’s Chief Operating Officer. “Both mines have low stripping ratios, minimal pre-strip, and no adverse environmental or cultural factors. Good infrastructure exists with nearby grid electricity, paved highways and water sources. We are targeting construction permits for late 2015 following the recent decision by the Bureau of Land Management to review the Three Hills mine under an Environmental Assessment.” (For further information on permitting at Three Hills please refer to the Company’s May 8, 2015 news release).

Outlook

In the months ahead, West Kirkland plans to focus on the Environmental Assessment process for Three Hills, and to prepare for the filing of an Environmental Impact Statement on the Hasbrouck mine. The key milestone ahead is the receipt of a Decision Record from the BLM allowing the construction of Three Hills.

Project highlights – in US dollars, based on 100% of the project ⁽¹⁾:

	Units	Three Hills	Hasbrouck	Total Hasbrouck Project
Reserves (see “Reserves” table below)				
Gold Grade	oz Au/ton (Au g/t)	0.018 (0.62)	0.017 (0.57)	0.017 (0.58)
Silver Grade	oz Ag/ton (Ag g/t)	-	0.297 (10.17)	0.233 (8.00)
Ore	million tons	9.7	35.6	45.3
Gold	kOz	175	588	762
Silver	kOz	-	10,569	10,569
Mining				
Annual Ore	million tons	4.8	6.3	6.1
Processing Rate	tons per day	15,000	17,500	16,531
Stripping Ratio	waste:ore	0.8:1	1.1:1	1.1:1
Processing				
Gold Recovery	%	79.0%	72.9%	74.3%
Silver Recovery	%	-	11.0%	11.0%
Gold Produced	kOz	138	429	567
Silver Produced	kOz	NA	1,163	1,163
Average Annual Gold Production	kOz	65	71	71
Average Annual Silver Production ⁽²⁾	kOz	NA	194	194
Capital Costs				
Initial Capex (Three Hills build)	US\$ million	54.3	-	-
Growth Capex (Hasbrouck build)	US\$ million	-	83.0	-
Sustaining Capex	US\$ million	-	7.3	-
LOM Capex	US\$ million	-	-	144.6
Contingency (included)	US\$ million	6.5	15.3	21.7
Working Capital (included)	US\$ million	9	-9	-
Funding				
Funding (Three Hills build)	US\$ million	54.3	-	-
Funding (at Year 1) ⁽³⁾ (in addition to Three Hills FCF of \$43.5 M)	US\$ million	-	34.8	-

Peak Funding	US\$ million	-	-	89.1
Adjusted Op Cost per Ton of Ore⁽⁴⁾	US\$/ton ore	8.09	9.07	8.86
Mining	US\$/ton ore	3.88	4.05	4.02
Processing	US\$/ton ore	2.62	4.12	3.80
G&A	US\$/ton ore	0.51	0.43	0.45
Other ⁽⁴⁾	US\$/ton ore	1.07	0.46	0.59
Adjusted Operating Cost ⁽⁵⁾	US\$/ounce Au	566	754	708
All-in Sustaining Cost (AISC) ⁽⁶⁾	US\$/ounce Au	598	837	779
All-in Costs (AIC) ⁽⁷⁾	US\$/ounce Au	926	1,030	1,005
Mine Life	year	1.9	6.1	8.0
Gold Price	US\$/oz	1,225	1,225	1,225
Silver Price	US\$/oz	NA	17.50	17.50
NPV (5%) - pre tax	US\$ million	-	-	90.6
IRR - pre tax	%	-	-	29
NPV (5%) - after tax	US\$ million	-	-	75.3
IRR - after tax	%	-	-	26
Payback Period	year	-	-	3.7

Notes:

- (1) Numbers may not add up due to rounding
- (2) Silver production is averaged over the Hasbrouck mine life only
- (3) Difference between Funding and Capex requirements is due to free cash flow from Three Hills mine
- (4) "Other" category includes royalties, production taxes, permitting, refining, and by-product credit
- (5) World Gold Council - Adjusted Operating Costs include: On-site mining and G&A, royalties and production taxes, permitting and community cost related to current operations, 3rd party smelting, refining and transport costs, stock-piles and inventory write-downs, site-based non-cash remuneration, operational stripping costs and by-product credits
- (6) World Gold Council - All-in Sustaining Costs includes: Adjusted Operating Costs (above) plus corporate G&A (including share-based remuneration), reclamation & remediation - accretion & amortization (on-site), sustaining exploration and study costs, sustaining capital exploration, capitalized stripping and sustaining capital expenditure.
- (7) World Gold Council All-In Cost includes: All-In Sustaining Costs (above) plus community, permitting, an reclamation and remediation costs not related to current operations and non-sustaining exploration and study costs, capital exploration, capitalized stripping and capital expenditure

After Tax Sensitivity - Metal Price (K USD)						
Au Price	Undisc. CF (K USD)	NPV 5% (K USD)	NPV 8% (K USD)	NPV 10% (K USD)	IRR	Ag Price
\$ 1,225*	\$ 116,676	\$ 75,272	\$ 56,753	\$ 46,421	26%	\$ 17.50
\$ 1,000	\$ 3,860	\$ (11,931)	\$ (18,746)	\$ (22,434)	1%	\$ 14.29
\$ 1,100	\$ 54,768	\$ 27,395	\$ 15,290	\$ 8,599	13%	\$ 15.71
\$ 1,386**	\$ 192,513	\$ 134,006	\$ 107,659	\$ 92,881	40%	\$ 19.80
\$ 1,500	\$ 243,565	\$ 173,630	\$ 142,050	\$ 124,298	49%	\$ 21.43

* Base Case

** Three year trailing average gold price, London PM Fix – USD, at date of publication

Mine Operations

Construction and initial production is planned to begin at the Three Hills mine which is designed to operate for two years. Exploration for extending the potential mine life at Three Hills would be conducted once cash flow is established. Three Hills is planned as a run-of-mine heap leach operation using conventional open pit, truck-and-shovel mining. Run-of-mine material is to be placed on the leach pad at up to 15,000 tons per day. A large-scale metallurgical test on un-crushed material predicts 79% gold recovery.

The Hasbrouck mine is designed as a 17,500 ton-per-day heap-leach operation. Crushing is designed to be by a primary jaw crusher, two secondary cone crushers, and a tertiary high pressure grinding roll (HPGR). The crushed product is to be agglomerated with cement in a pug mill and conveyed to a leach pad.

Gold, and silver in the case of Hasbrouck, is to be leached using industry standard solutions which will be passed through carbon columns to extract the precious metals. Precious metals are to be stripped from the loaded carbon and smelted to produce doré bars.

Loaded carbon from an adsorption plant (carbon columns) at Hasbrouck is planned to be trucked to the Three Hills desorption plant where precious metals are to be recovered and doré bars produced.

Metallurgical tests of Hasbrouck ore in a lab-scale HPGR predict that using this machine for tertiary crushing should result in an average gold recovery of 72.9% and silver recovery of 11%.

Hasbrouck Project Reserves

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 cutoff	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
- (2) Reserves are estimated based on \$1,225/oz gold and \$17.50/oz silver
- (3) Cutoff 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 Cutoff)**

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 Cutoff)**

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
- 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.

Permitting

The Three Hills and Hasbrouck mines will be permitted separately to facilitate early construction at Three Hills. US Bureau of Land Management (BLM) decided on April 30, 2015 to permit the Three Hills mine under an Environmental Assessment (EA). Permitting a mine under an EA typically takes less than a year. Three Hills qualified under an EA because that part of the project area is less than a square mile and no "significant impacts" are identified.

On successful completion of the EA process, a Finding of No Significant Impact and a Decision Record may be issued by the BLM, effectively allowing the project to proceed to construction. West Kirkland is concurrently active in obtaining key state permits.

The Hasbrouck mine has a project area greater than one square mile so it is expected to be reviewed under an environmental impact statement (EIS) process. Work on permitting Hasbrouck started in May of 2015.

About the WKM Hasbrouck Project

Located near Tonopah, Nevada, the Hasbrouck Project consists of two oxidized gold deposits eight kilometers apart, Three Hills and Hasbrouck. West Kirkland has a 75% controlling interest in the project; 25% is held by Allied Nevada Gold Corp. ("Allied Nevada"). West Kirkland has the right to make an offer on the 25% held by Allied Nevada.

Authors and Qualified Persons Statement

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 Cassiday & 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. West Kirkland will file on SEDAR a technical report in support of the technical disclosures made in this news release within 45 days.

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

Sample preparation, analyses and security

It is MDA's opinion that the sampling, assaying, and security procedures used at Three Hills and Hasbrouck follow industry standard procedures, and are adequate for the estimation of the current mineral resources and reserves.

Data verification

MDA completed audits of the database, performed a site visit, reviewed QAQC data and confirmed historic assays. After performing their review, they consider the assay data to be adequate for the estimation of the current mineral resources and reserves.

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 the known gold trends of Nevada and Utah, including the recently acquired Hasbrouck and Three Hills properties in southwestern Nevada. The founders and board members of West Kirkland have successful and extensive experience in gold discovery, mine development, and mine operations in Nevada and other gold producing jurisdictions in North America.

For more information, contact:
Knox Henderson, VP Investor Relations, at (604) 685-8311

Disclaimer for Forward-Looking Information 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 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. 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:

R. Michael Jones, President & CEO Phone: (604) 685-8311

ITEM 9. DATE OF REPORT

June 3, 2015