

**Form 51-102F3**  
***Material Change Report***

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS “CONFIDENTIAL”.

Item 1. Name and Address of Company

Astorius Resources Ltd. (the “Company”)  
Suite 2150 – 555 West Hastings Street,  
Vancouver, B.C.,  
V6B 4N6

Item 2. Date of Material Change

July 2, 2019

Item 3. News Release

The news release was disseminated through TSX, BC Securities Commission, Alberta Securities Commission, Ontario Securities Commission, Saskatchewan Securities Commission, Stockwatch, and Market News.

Item 4. Summary of Material Change

Astorius Resources Ltd. (TSX-Venture: ASQ and Frankfurt: 47A.F) (“Astorius” or the “Company”) held its Annual General and Special Meeting (“AGSM”) at 11:30 am Pacific Standard Time on Tuesday, July 2, 2019. At the Company’s AGSM, 12 shareholders representing 17.98% of the Company’s outstanding shares, re-appointed Sandy MacDougall, Arthur Brown, Cyrus Driver, Carlos Arias E., and Peter Born to the Board of Directors. Shareholders re-approved the 10-per-cent rolling stock option plan, re-appointed Dale Matheson Carr-Hilton Labonte LLP as auditor of the Company for the ensuing year, and authorized the directors to fix the remuneration to be paid to the auditor. In addition, shareholders also approved a resolution approving a proposed name change at the discretion of the Board of Directors. At present, the Board has not decided on a new name.

Item 5. Full Description of Material Change

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Labonte LLP as auditor of the Company for the ensuing year, and authorized the directors to fix the remuneration to be paid to the auditor. In addition, shareholders also approved a resolution approving a proposed name change at the discretion of the Board of Directors. At present, the Board has not decided on a new name.

Mr. Sandy MacDougall has 25 years of experience in the investment banking and financial industry. He was a former investment advisor at Canaccord Capital Corp. and was involved in numerous corporate financings in Canada and abroad for a wide range of companies. His experience includes extensive exposure to precious and base metal projects throughout North and South America in addition to expertise in corporate development and strategy for publicly traded companies. Mr. MacDougall is a graduate of the University of British Columbia, in Economics.

Mr. Arthur Brown brings 36 years of business experience to the Board of Directors. He has served on the boards of numerous other companies in sectors ranging from technology to oil & gas and mineral exploration. Mr. Brown has specialized in finance and development for the various companies he has been involved with.

Dr. Carlos Arias E. is a lawyer based in Quito, Ecuador specializing in mining law and is a former Director of the Ecuadorian Chamber of Mines 2003-2005, 2001-2003 and 1996-1998. He holds a Doctorate in law with a master's degree in international business legal studies from the University of Exeter in England, and a diploma in transactional contracts from the International Development Law.

Dr. Peter Born is a P. Geo. with the Association of Professional Geoscientists of Ontario and a Fellow of the Geological Association of Canada. He brings more than 30 years of experience in exploring and evaluating mineral properties for senior and junior Canadian resource companies. He also spent a ten-year period of post graduate research in basin studies for the Ontario Geological Survey, and then completed his Ph.D. in Earth Sciences (Carleton University, Ottawa, Canada, 1996) with expertise in Precambrian Sedimentary Geology, Sedimentary Ore deposits, Basin Analysis, Sedimentology, and Stratigraphy.

Mr. Cyrus Driver is a Chartered Accountant and was a founding partner of the firm Driver Anderson in 1984, now known as Davidson and Company LLP. While providing general public accounting services to a wide range of clients, he specializes in servicing TSX Venture Exchange listed companies and members of the brokerage community. His wide knowledge of the securities industry and its rules have enabled him to give valuable advice to clients within the industry with respect to finance, taxation and other accounting related matters. Mr. Driver has also been a board member of numerous publicly listed companies.

As at May 28, 2019, the Company has also cancelled 1,650,000 incentive stock options, issued on October 27, 2017.

### **About Astorius**

Astorius Resources Ltd. ([www.astoriusresources.com](http://www.astoriusresources.com)) is currently engaged in the business of mineral exploration for the purpose of acquiring and advancing mineral properties located in North and South America.

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

Nothing in this form is required to be maintained on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Arthur Brown, CEO & Director.  
Phone: (604) 685-7720

Item 9. Date of Report

Dated at Vancouver this 3<sup>rd</sup> day of July, 2019.

By: Astorius Resources Ltd.  
*"Arthur Brown"*  
Arthur Brown, CEO & Director