

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

Item 1 **Reporting Issuer**

ATEX Resources Inc.

Item 2 **Date of Material Change**

September 23, 2019

Item 3 **News Release**

The news release issued with respect to the material change was disseminated through Newsfile on September 23, 2019.

Item 4 **Summary of Material Change**

ATEX Options Valeriano Copper Gold Property.

Item 5 **Full Description of Material Change**

See attached news release

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

This report is not being filed on a confidential basis.

Item 7 **Omitted Information**

No information has been intentionally omitted from this form.

Item 8 **Senior Officer**

Carl Hansen, CEO. For further information, email info@atexresources.com or call 604-684-7160

Item 9 **Date of report**

September 23, 2019

ATEX Options Valeriano Copper Gold Property

Porphyry Potential Recognized in the Early 2010's Through Limited Drilling – Historical Drill Results Included 1,194 Metres Grading 0.73% Cu Eq.

VANCOUVER, British Columbia, [September 23, 2019] - **ATEX Resources Inc. (TSXV:ATX)** ("**ATEX**") is pleased to announce that it has entered into an option agreement to acquire the 3,705 hectare Valeriano copper gold property located in the northern portion of Chile's prolific El Indio Belt (see figure 1 attached).

The Valeriano concessions overlie a large copper gold molybdenum-bearing porphyry system which has been only partially tested by three diamond drill holes (see table 1) completed in 2013 by Hochschild Mining plc ("Hochschild"). Two of the drill holes intersected a potassic altered granodiorite porphyry including drill hole VAL13-14 which returned 1,194 metres ("m") grading 0.52% copper ("Cu"), 0.24 grams per tonne gold ("g/t Au") and 36 parts per million ("ppm") molybdenum ("Mo") or 0.73% copper equivalent ("Cu eq.") and included 416 m of granodiorite porphyry which graded 0.67% Cu, 0.32 g/t Au and 31 ppm Mo for 0.94% Cu eq. The drill hole ended in mineralization. Hochschild terminated its option agreement over the Valeriano concessions in 2014 due to market-related conditions.

"We are excited to have finalized an agreement to acquire the Valeriano property which lies in a region of world class precious and base metals deposits," said Carl Hansen, CEO of ATEX. "While prior operators focussed largely on the near surface potential, it wasn't until recently that the porphyry potential of the property was recognized. Deeper seated systems, such as Valeriano, represent the next stage in copper gold porphyry mine development with major mining companies now exploring and developing bulk tonnage underground mines. We are eager to start a systematic exploration campaign with the goal of defining the full potential of the Valeriano copper gold property."

Table 1 – Assay results from historical Valeriano porphyry drilling (Hochschild 2012/13)

Hole #	from metres	to metres	length metres	Cu %	Au g/t	Mo ppm	Cu Eq %	Rock type
VAL12-09	668	742	74	0.37	0.18	186	0.59	rhyolite & diorite porphyry
	900	1,748	848	0.47	0.16	89	0.64	breccias & diorite
VAL13-14	614	1,808	1,194	0.52	0.24	36	0.73	multiple
comprising	614	1,170	556	0.45	0.20	44	0.63	rhyolite & diorite porphyry
and	1,170	1,704	534	0.61	0.29	36	0.86	granodiorite porphyry
including	1,288	1,704	416	0.67	0.32	31	0.94	granodiorite porphyry
including	1,596	1,670	74	0.85	0.41	13	1.19	granodiorite porphyry
and	1,704	1,808	104	0.37	0.20	3	0.53	Inter-mineral porphyry
VAL13-16	270	446	176	0.24	0.28	121	0.52	rhyolite & diorite porphyry
	476	520	44	0.37	0.19	70	0.55	rhyolite & diorite porphyry
	576	1620.8	1,044.8	0.39	0.17	54	0.54	multiple
including	1214	1620.8	406.8	0.46	0.17	61	0.62	granodiorite porphyry

1. Intervals are composited at a 0.40 % Cu equivalent cut-off.
2. Cu equivalent grades are calculated based upon a Cu price of \$2.60 per pound, Au price of \$1,450 per ounce and Mo price of \$11.00 per pound (all prices in US\$). Minor discrepancies may exist due to rounding. Metal recoveries were not considered.
3. Formula for Cu Eq% calculation: $Cu\ Eq\% = (Cu\ \% / 100 * Cu\ \$ / tonne) + (Au\ g/t * Au\ \$ / gr.) + (Mo\ \% / 100 * Mo\ \$ / tonne) / Cu\ \$ / tonne$
4. Insufficient information is available to estimate the true widths of the drill hole intervals or mineralized zone

The Valeriano property is underlain by altered felsic volcanics (figure 2) which at depth have been intruded by a multi-phase granodiorite porphyry. The mineralized system displays a classic porphyry-style alteration pattern from high-level advanced argillic alteration through to a well-developed potassic alteration zone close to the porphyry with associated stockwork and disseminated copper and gold mineralization (figure 3). A large surface alteration zone (lithocap), covering a surface area of approximately 13 by 4.5 kilometres, extends from the Valeriano property northward over Antofagasta/Barrick's El Encierro project. Antofagasta is earning a 51% interest in the El Encierro property from Barrick by spending US\$25 million and completing a PEA by January 2020.

Previous Exploration Activities

During the mid-1990's, Phelps Dodge, and later Barrick, explored the Valeriano property for near surface gold mineralization drilling 47 holes to a maximum depth of 550 m. The drill programs outlined a zone of near-surface epithermal gold mineralization over an area of approximately 400 m by 400 m to depths of approximately 100 m below surface. Drill intercepts included 89 m grading 1.50 g/t Au (RDH-V27) and 0.62 g/t Au over 170 m (RDH-V31). Barrick terminated its option agreement in 1997 having not discovered a deposit of sufficient size.

In 2010, Hochschild optioned Valeriano drilling 16 diamond drill holes in three campaigns for a total of 14,270 m. During the second drill campaign, Hochschild recognized porphyry-style alteration at depth and in the third season they drilled three holes, approximately 225 to 375 m apart, to depths of up to 1,878 m intersecting well-defined advanced argillic and phyllic alteration zones before entering a chalcopyrite and bornite-bearing, potassic-altered granodiorite porphyry (figures 2 and 3).

Drill hole VAL13-14 intersected 556 m grading 0.63% Cu eq. in altered volcanics and diorite porphyry dikes, starting at 614 m downhole, with the mineralization increasing in intensity to the contact with the granodiorite porphyry at 1,170 m. The hole then cut potassic-altered granodiorite, from 1,170 to 1,704 m, returning 534 m grading 0.86% Cu eq. before intersecting inter-mineral porphyry with 104 m grading 0.53% Cu eq. (Table 1).

Drill hole VAL13-16, located 225 m to the east of, and drilled roughly parallel to, VAL13-14, intersected intervals of altered rhyolite cut by dioritic porphyry dikes, as noted in Table 1, before intersecting 1,044.8 m grading 0.54% Cu eq., including 406.8 m grading 0.62% Cu eq. in altered granodiorite porphyry. The hole ended in mineralization.

VAL12-09 is located 375 m west of, and drilled roughly parallel to, VAL13-14. The hole cut a copper gold mineralized inter-mineral breccia, related to the porphyry system, returning 848 m grading 0.64% Cu eq. (Table 1). The hole did not intersect the mineralized granodiorite porphyry cut in the holes described above and instead entered lower grade inter to late-mineral breccias and porphyry returning 130 m grading 0.38% Cu eq. at the end of the hole.

In addition to the drilling activities, Hochschild completed a ground magnetic survey and an induced polarization survey over the Valeriano property. The induced polarization outlined a large, deep conductive zone with high chargeability measuring approximately 3 by 2 kilometres. At depth, the chargeability anomaly appears to form a high-chargeability halo around a central zone with somewhat lower chargeability, a pattern often observed over porphyry-style alteration.



Option Agreement Terms

A subsidiary of ATEX has acquired an option agreement with Sociedad Contractual Minera Valeno ("Valeno"), an arm's-length Chilean corporation that owns the Valeriano concessions. Under the terms of the option agreement dated August 29, 2019 (all figures are US\$), ATEX may make payments of \$12.0 million over 4 years as follows in order to acquire 100% of the Valeriano concessions: \$200,000 upon signing, \$300,000 upon the commencement of drilling, \$3.5 million on the second anniversary of signing and \$8.0 million on the fourth anniversary. Half of the \$3.5 million payment may be paid in ATEX common shares at the option of ATEX and half of the final \$8.0 million payment may be paid in ATEX common shares at the vendor's option. The option agreement was originally acquired from Valeno by a third party. Under a transfer and assignment agreement, \$150,000, 2 million ATEX units and a net smelter royalty of 0.25% is payable by ATEX to SBX Asesorías e Inversiones Limitada ("SBX"), who originally acquired the option. Each ATEX unit is comprised of one common share and one full warrant exercisable at C\$0.40 for four years. Neither Valeno nor SBX are Non-Arm's Length Parties within the meaning of TSX Venture Exchange policies.

ATEX is committed to work expenditures of \$15.0 million over the four year term of the option as follows: \$10.0 million spent during the first two years which must include 8,000 m of drilling and \$5.0 million of expenditures over the final two years of the option.

Following completion of the first two years of work expenditure commitments and paying the required \$4.0 million of payments, ATEX will earn a 49% interest in the Valeriano concessions. By completing all expenditures and making all required payments by the fourth anniversary date, ATEX will acquire a 100% interest in the Valeriano property subject to a total net smelter royalty of 2.5%.

The agreements and payments are subject to TSX Venture Exchange acceptance and approval.

NI 43-101 and Qualified Person Statements

Diamond drill core samples were prepared according to industry best practice under direct supervision of Hochschild and shipped directly to ALS laboratories in Chile for sample preparation and analysis using ICP-MS and fire assay. Internal QA/QC, including use of industry blanks and standards, was conducted by Hochschild. Drillhole and surface assays, geology and drillhole locations are shown as recorded in the Hochschild database as provided to ATEX by the vendors. ATEX has reviewed and validated the integrity of the data but has not independently verified the accuracy of the assay results.

Drill results related to the 1990's exploration campaign undertaken by Phelps Dodge and Barrick pre-date NI 43-101 disclosure requirements and should be considered historical in nature. While the results are relevant and there is no reason to doubt their veracity, a Qualified Person has not completed sufficient work to confirm the results.

Cu eq. grades were calculated based upon a Cu price of \$2.60 per pound, Au price of \$1,450 per ounce and Mo price of \$11.00 per pound (all prices in US\$). Metal recoveries were not used.

The scientific and technical information in this press release has been reviewed and approved by David R. Hopper, a Qualified Person as defined by National Instrument 43-101 Standards for Disclosure for Mineral Projects. As the supervising geologist for the Hochschild exploration campaigns, Mr. Hopper, confirms the veracity of the Hochschild data, based upon his person



knowledge of the work undertaken and procedures used. David Hopper is a Chartered Geologist of the Geological Society of London, Fellow No. 1030584, and has over 25 years of relevant experience in exploration of porphyry-epithermal deposits. He resides in Santiago, Chile and is independent of ATEX within the meaning of NI 43-101.

About ATEX Resources Inc.

ATEX is a TSXV-listed minerals exploration company focused on the acquisition, development and monetization of projects throughout the Americas.

On behalf of ATEX Resources Inc.

Carl Hansen, CEO

For more information, email info@atexresources.com or call 604 684 7160.

FORWARD LOOKING STATEMENTS

This news release contains forward-looking statements, including predictions, projections and forecasts. Forward-looking statements include, but are not limited to: the success of exploration activities; mine development prospects; and, potential for future metals production. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "planning", "expects" or "does not expect", "continues", "scheduled", "estimates", "forecasts", "intends", "potential", "anticipates", "does not anticipate", or describes a "goal", or variation of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements in this news release including statements regarding the acquisition of the Valeriano property, the receipt of TSX Venture Exchange approvals, and future exploration and drilling results.

Forward-looking statements involve known and unknown risks, future events, conditions, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, prediction, projection, forecast, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, changes in economic parameters and assumptions, the interpretation and actual results of current exploration activities; changes in project parameters as plans continue to be refined; the results of regulatory and permitting processes; future metals price; possible variations in grade or recovery rates; failure of equipment or processes to operate as anticipated; labour disputes and other risks of the mining industry; the results of economic and technical studies, delays in obtaining governmental approvals or financing or in the completion of exploration, as well as those factors disclosed in ATEX's publicly filed documents.

Although ATEX has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Neither 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 press release.

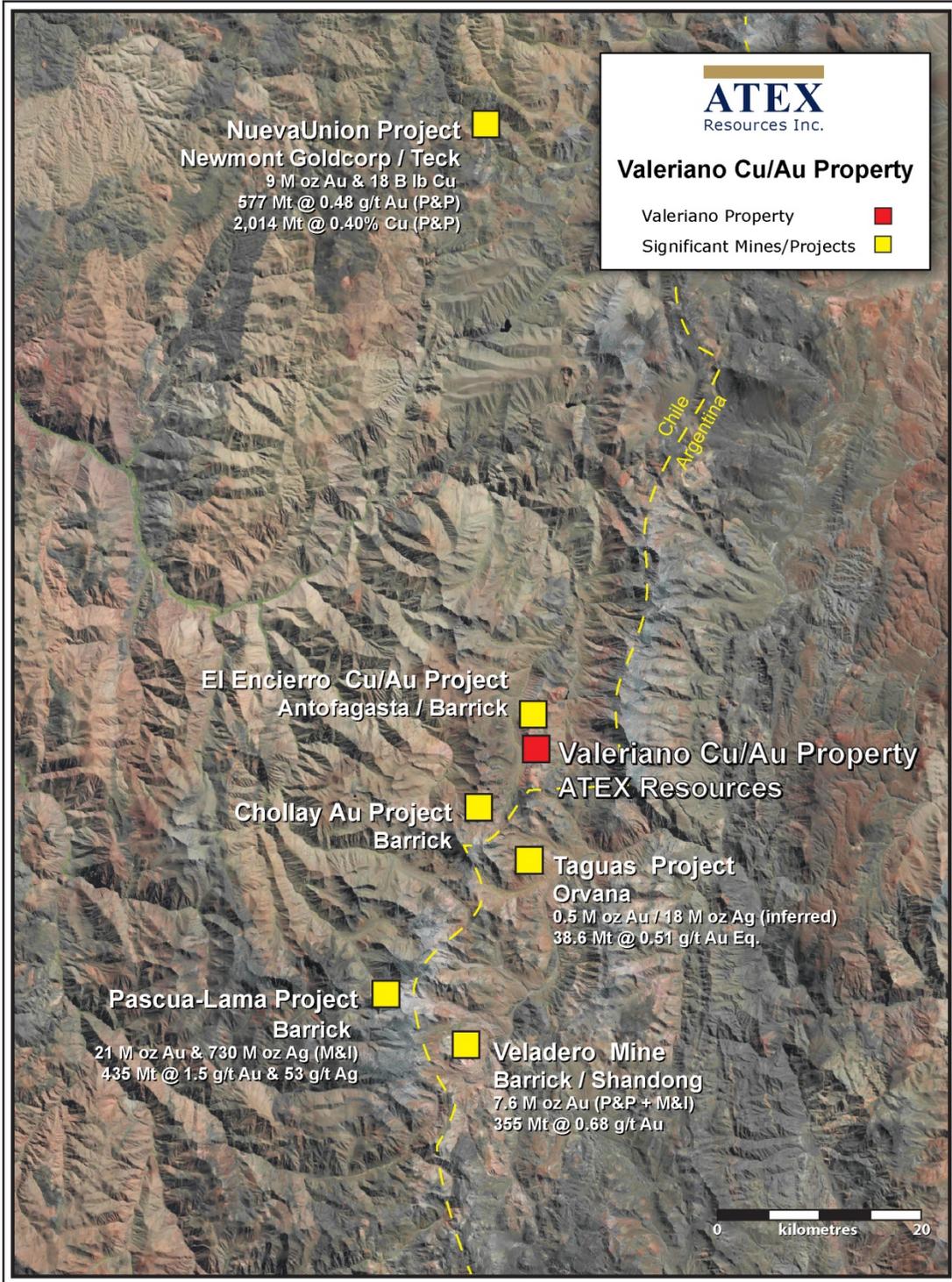


Figure 1

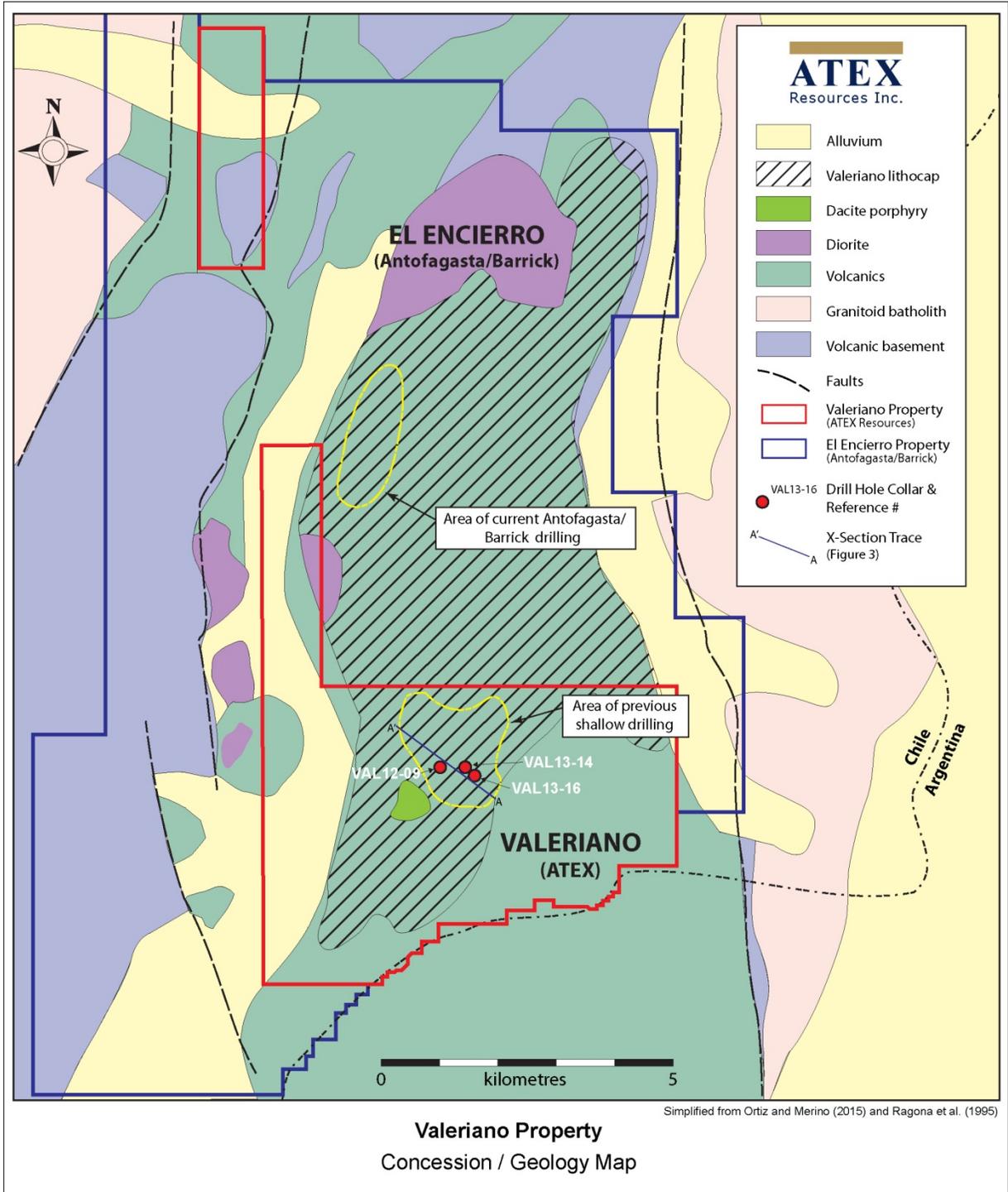
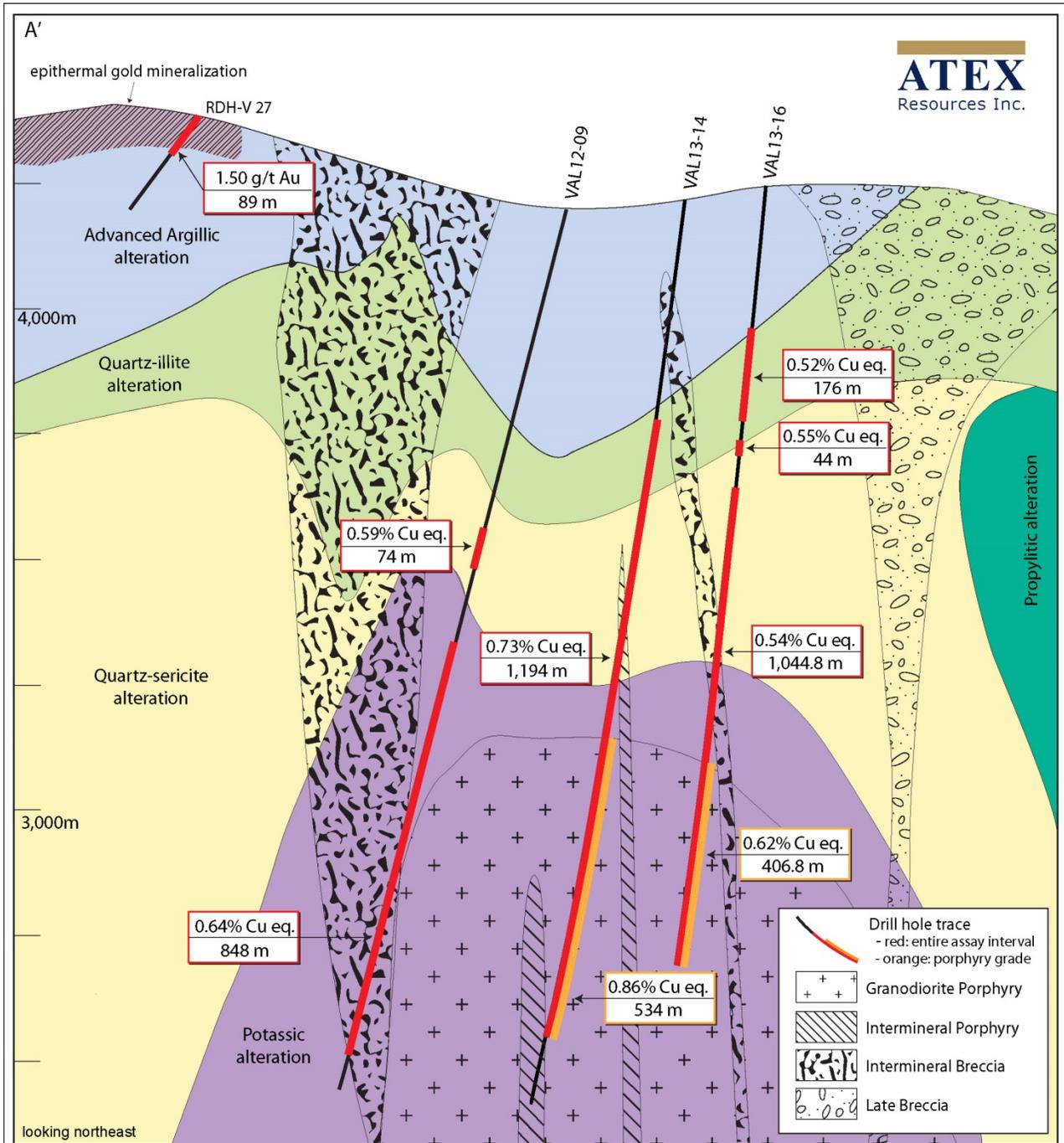


Figure 2



Modified after Sillitoe et al. 2016

VALERIANO PROPERTY
SCHEMATIC CROSS SECTION THROUGH THE VALERIANO PORPHYRY SYSTEM

Note: see table 1 for details on copper equivalency (Cu eq.) calculation

Figure 3