

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

**Item 1**      **Reporting Issuer**

ATEX Resources Inc.

**Item 2**      **Date of Material Change**

May 29, 2019

**Item 3**      **News Release**

The news release issued with respect to the material change was disseminated through Newsfile on May 29, 2019.

**Item 4**      **Summary of Material Change**

ATEX Announces Management Changes.

**Item 5**      **Full Description of Material Change**

VANCOUVER, British Columbia, May 29, 2019 - **ATEX Resources Inc. (TSXV:ATX)** ("**ATEX**") is pleased to announce that it has appointed Carl Hansen as the Chief Executive Officer ("**CEO**") and Thomas Pladsen as the Chief Financial Officer ("**CFO**").

Mr. Hansen, a geologist with 30 years' of experience in the exploration and mining industry, has served as a Director of ATEX since 2010. He was the co-founder of Andina Minerals Inc., and served as its CEO until 2009, leading the team that outlined the 9 million ounce Volcan gold deposit which was sold to Hochschild Mining plc. in 2012. In 2010, Mr. Hansen co-founded Atacama Pacific Gold Corporation, a Chilean-focused gold exploration company, and served as its CEO until 2018 when the company was sold to Rio2 in a transaction valued at almost \$100 million. He has held senior head office positions with TVX Gold Inc. and Kinross Gold Corp. as well as operational positions with Inco Limited. Mr. Hansen is a director of several TSXV listed companies.

Thomas Pladsen, previously the CEO of ATEX, has held senior management positions with companies involved in gold and copper exploration and development in Canada, Mexico, South America and Africa. With 30 years' of industry experience, he previously served as the Chief Financial Officer of several public companies including Atacama Pacific Gold Corporation, Katanga Mining Limited, Andina Minerals Inc. and Merc International Minerals Inc. Mr. Pladsen is a director of several TSXV listed companies.

Mr. Pladsen replaces William ("Bill") Jung as CFO; Mr. Jung will remain on the Board of Directors of ATEX.

**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**

For further information, email [info@atexresources.com](mailto:info@atexresources.com) or call 604-684-7160

**Item 9**      **Date of report**

May 29, 2019