

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

Item 1 **Reporting Issuer**

ATEX Resources Inc.

Item 2 **Date of Material Change**

April 30, 2019

Item 3 **News Release**

The news release issued with respect to the material change was disseminated through Newsfile on April 30, 2019.

Item 4 **Summary of Material Change**

ATEX RESOURCES INC. CLOSSES \$1.5 MILLION PRIVATE PLACEMENT.

Item 5 **Full Description of Material Change**

VANCOUVER, British Columbia, April 30, 2019 - **ATEX Resources Inc. (TSXV:ATX)** ("**ATEX**") is pleased to announce that the private placement financing (the "**Financing**"), initially announced on March 18, 2019, has closed. The fully subscribed Financing comprised 10,000,000 units ("**Unit**") at a price of \$0.15 per Unit for gross proceeds of \$1.5 million. No finders' fees were paid in connection with the Financing. ATEX insiders subscribed for 32% of the Financing.

The proceeds from the Financing will be used for continued project evaluations, project acquisition and for general working capital purposes.

Each Unit is comprised of one common share of ATEX and one common share purchase warrant. Each warrant entitles its holder to acquire one additional common share of ATEX at a price of \$0.20 per share within the 5-year period following the closing of the Financing.

All of the securities issued by ATEX pursuant to the Financing are subject to a hold period equal to four months and one day from the date of issuance.

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 or call 604-684-7160

Item 9 **Date of report**

April 30, 2019