

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1            Name and Address of Company**

ATEX Resources Inc. ("**ATEX**" or the "**Company**")  
50 Richmond Street East, Lower Level  
Toronto, Ontario  
M5C 1N7

**Item 2            Date of Material Change**

November 1, 2024.

**Item 3            News Release**

A press release was issued through Newsfile on November 1, 2024 and subsequently filed under the Company's profile on SEDAR+.

**Item 4            Summary of Material Change**

On November 1, 2024, the Company closed a US\$40 million strategic investment by Agnico Eagle Mines Limited ("**Agnico**") on a private placement basis, the concurrent settlement of the Company's US\$15 million credit facility and a C\$500,000 equity investment by Rick McCreary, a recently appointed ATEX board member.

**Item 5            Full Description of Material Change**

**5.1            Full Description of Material Change**

Offering

On November 1, 2024, the Company closed a US\$40 million strategic investment by Agnico on a private placement basis (the "**Offering**").

Under the Offering, Agnico acquired 33,869,939 units ("**Units**") of the Company consisting of one common share in the capital of the Company (a "**Common Share**") and one-half of one Common Share purchase warrant (each whole warrant, a "**Warrant**"), at a price of C\$1.63 per Unit. Each full Warrant entitles Agnico to purchase one Common Share at a price of C\$2.50 for a period of 60 months from the issue date, subject to acceleration under certain conditions.

From and after January 1, 2026, if the volume weighted average price of the Common Shares exceed C\$3.00 for 20 consecutive trading days, ATEX shall have the right to accelerate the expiry date of the Warrants to 30 calendar days from the date that notice of acceleration is provided to the holder.

In connection with the Offering, Agnico and ATEX entered into an investor rights agreement, pursuant to which Agnico has been granted certain rights, provided Agnico maintains certain ownership thresholds in ATEX, including: (i) the right to participate in equity financings and top-up its holdings in relation to dilutive issuances in order to maintain its pro rata ownership in ATEX at the time of such financing or acquire up to a 19.99% ownership interest, on a partially-diluted basis, in ATEX; (ii) the right (which Agnico has no present intention of exercising) to nominate one person (and in the case of an increase in the size of the board of directors of ATEX to ten or more directors, two persons) to the board of directors of ATEX; and (iii) the right to request the formation of, and participate in, a technical committee to provide recommendations and advice to the Company on technical matters.

Proceeds from the Offering will be allocated towards the Company's exploration activities at the Valeriano Copper-Gold Project (the "**Valeriano Project**") located in the Atacama Region, Chile, and for general corporate purposes.

BMO Capital Markets and Trinity Advisors Corporation acted as financial advisors to ATEX in connection with the Offering.

#### Settlement of Credit Facility

Concurrently with closing of the Offering, the Company settled its US\$15 million credit facility (the "**Debt Settlement**") with Firelight Investments ("**Firelight**"), Beedie Capital, Trinity Capital Partners and two arm's length parties (collectively with Firelight, the "**Lenders**") through the issuance to the Lenders (other than Firelight) of approximately 7.9 million Units (on the same terms as the Offering) (the "**Debt Units**") and approximately 5.5 million Common Shares to Firelight Investments at a deemed issue price of C\$1.42 per Common Share (the "**Debt Shares**"). Trinity Capital Partners became a Lender under the credit facility pursuant to an assignment of certain obligations thereunder in February 2024 and accordingly participated in the Debt Settlement.

The Debt Settlement may be considered a related party transaction subject to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") as Firelight is a "related party" of the Company by virtue of Firelight holding greater than 10% of the outstanding Shares on a partially diluted basis. The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that participation in the Debt Settlement by Firelight did not exceed 25% of the fair market value of the Company's market capitalization. The Company did not file a material change report in respect of the related party transaction 21 days prior to the closing of the Debt Settlement consistent with market best practice. The Company deemed this circumstance reasonable in order to complete the Debt Settlement in an expeditious manner.

The purpose and business reasons of the Debt Settlement and, in particular, the decision to issue Debt Units and Debt Shares in lieu of a cash repayment is aimed at preserving the Company's working capital, thereby maximizing financial flexibility as ATEX advances exploration at the Valeriano Project. Given the modest amount of securities issued, the anticipated impact of the Debt Settlement with Firelight on the Company's business and affairs it not anticipated to be significant. To the Company's knowledge, following the reasonable inquiry of any director or senior officer of the Company, no prior valuations of the Company or its securities or material assets was made in the 24 months prior to the date of the Debt Settlement.

Following closing of the Transactions (as defined below), Firelight owned approximately 11.88% of the issued and outstanding Common Shares, and the Debt Settlement increased Firelight's holding of Shares from 25,093,355 to 30,560,697. Firelight also holds 6,391,677 Common Share purchase warrants. Each warrant held by Firelight is exercisable for one Common Share.

The Debt Settlement was considered by the members of the board of directors and was unanimously approved.

#### Private Placement with New Board Member

Concurrently with closing of the Offering, the Company closed a private placement of 306,748 Units to board member Rick McCreary on the same terms as the Offering, for aggregate gross proceeds of C\$500,000 (the "**McCreary Placement**" and together with the Offering and the Debt Settlement, the "**Transactions**").

The McCreary Placement may be considered a related party transaction subject to MI 61-101 as Mr. McCreary is a "related party" of the Company being by virtue of being a director of the Company. The Company is relying on exemptions from the formal valuation and minority shareholder approval

requirements provided under sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that participation in the McCreary Placement by Mr. McCreary did not exceed 25% of the fair market value of the Company's market capitalization. The Company did not file a material change report in respect of the related party transaction 21 days prior to the closing of the McCreary Placement consistent with market best practice. The Company deemed this circumstance reasonable in order to complete the McCreary Placement in an expeditious manner.

The purpose and business reasons of the McCreary Placement was to allow the Company to expeditiously raise additional funds on the same terms as the Offering, the then-current market price, and also to align the interests of a recently appointed board member with existing shareholders. Given the extremely modest amount of funds raised and securities issued, the anticipated impact of the McCreary Placement on the Company's business and affairs it not anticipated to be significant. To the Company's knowledge, following the reasonable inquiry of any director or senior officer of the Company, no prior valuations of the Company or its securities or material assets was made in the 24 months prior to the date of the McCreary Placement.

Following closing of the Transactions, Mr. McCreary owned approximately 0.12% of the issued and outstanding Common Shares. Mr. McCreary also holds 146,025 restricted share units of the Company which may, at the election of the Company, be settled in Common Shares or an equivalent cash value upon his departure from the board of directors, provided he has served for at least two consecutive years.

The McCreary Placement, which was on the same terms as the Offering, was considered by the other members of the board of directors (with Mr. McCreary abstaining) and was unanimously approved by such other directors.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

### **Item 7 Omitted Information**

Not applicable.

### **Item 8 Executive Officer**

Sheila Magallon, Chief Financial Officer  
Phone: 647-287-3778  
Email: smagallon@atexresources.com

### **Item 9 Date of Report**

November 8, 2024.