

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

1. NAME AND ADDRESS OF COMPANY

Atco Mining Inc.
Suite 2200, 885 West Georgia Street
Vancouver, B.C.
V6C 3E8

2. DATE OF MATERIAL CHANGE

March 12, 2025

3. PRESS RELEASE

The press release was issued on March 12, 2025 and was disseminated through the facilities of a recognized newswire services. A copy of the press release was filed on SEDAR.

4. SUMMARY OF MATERIAL CHANGE

Atco Mining signs letter of intent to acquire Staque's Super Computing software platform – "SUPER"

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, March 12, 2025 – **Atco Mining Inc. (the "Company" or "Atco") (CSE: ATCM; OTC: ATMGF; Frankfurt: QP9)** is pleased to announce that it has entered into a non-binding letter of intent ("LOI"), dated March 11, 2025, with Staque Computing FZ-LLC ("**Staque**"), an arms-length party, to acquire the super computing software platform known as "*Super*" (the "**Staque Assets**") from Staque.

As per the LOI, it is contemplated that Atco will acquire the Staque Assets in exchange for 100,000,000 common shares of the Company (the "**Consideration Shares**") and the Company will continue as a technology issuer with a focus on quantum computing (the "**Transaction**"). Final terms are currently being contemplated and negotiated and will be defined a final definitive agreement. If completed, the Transaction will constitute a "Change of Business" and a "Fundamental Change" for the Company within the meaning of the policies of the Canadian Securities Exchange.

About the Staque Assets

Staque's quantum computing software platform, *Super*, combines quantum annealing, gate-based quantum computing and high-performance computing to solve science and industry's most challenging problems. By automating complex problem-solving and dynamically orchestrating computations across classical and quantum resources, *Super* removes traditional computational bottlenecks and enables organizations to solve high-stakes optimization challenges with unmatched efficiency.

Super aims to revolutionize the way government agencies, fortune 500 enterprises, and research institutions process, analyze and address complex computational challenges related to their operations and R&D. The technology offers speed, scalability and security, effectively bridging the gap between traditional computing limitations and the demands of industries at the forefront of innovation.

Super's proprietary solutions are designed to cater to organizations grappling with complex decision making across various sectors. From aerospace companies running advanced simulations to energy conglomerates analyzing intricate datasets, and life sciences institutions accelerating R&D, *Super* empowers these entities to push the boundaries of what's possible.

Unlike pure quantum computing providers, *Super* offers a hybrid approach—seamlessly integrating AI-driven optimization, high-performance classical computing (HPC), and quantum computing under a unified platform. *Super* autonomously analyzes, decomposes, and optimizes complex problems by intelligently leveraging natural language processing (NLP), AI-driven decision-making, and hybrid computing architectures. This ensures that each problem is solved using the most efficient computational method, balancing speed, accuracy, and feasibility across classical and quantum resources.

Transaction Conditions

Completion of the Transaction remains subject to a number of conditions, including the completion of satisfactory due diligence, the negotiation and finalization of definitive documentation, receipt of any required regulatory, shareholder and third-party consents, approval of the Canadian Securities Exchange, and the satisfaction of other customary closing conditions.

Readers are cautioned that the LOI does not bind the Company to complete the transaction and will automatically terminate on April 15, 2025 in the event a definitive agreement cannot be reached. The Transaction cannot close until the required approvals are obtained and the foregoing conditions satisfied. There can be no assurance that the Transaction will be completed as proposed or at all.

Update on the Atlantic Project

Atco would also like to announce that the option agreement entered into with Standard Uranium (Saskatchewan) Ltd. and Standard Uranium Ltd., dated February 16, 2024, has been terminated. In connection with the termination, Atco has surrendered any interest in the Atlantic Project.

About Atco Mining Inc.

Atco is a junior exploration mining company focused on exploring for green energy metals throughout Canada. Atco is also exploring salt opportunities in Western Newfoundland. Investors are encouraged to visit the company's website here: www.atcomining.com

Atco Mining Inc.

Email: info@atcomining.com

Telephone: (604) 681-0084

www.atcomining.com

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

No information has been intentionally omitted from this form.

8. EXECUTIVE OFFICER

The name and business number of an officer of the Company through whom an executive officer who is knowledgeable about the material change and this report may be contacted is:

Etienne Moshevich
Chief Executive Officer
Tel: 604-681-0084

9. DATE OF REPORT

DATED this 12th day of March, 2025.