

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

**Item 1: Name and Address of Reporting Issuer**

Auxico Resources Canada Inc. (the “Company”)  
230 Notre Dame Street  
Montreal, Quebec H2Y 1T3

**Item 2: Date of Material Change**

July 17, 2019 and July 22, 2019.

**Item 3: News Release**

News releases were issued and disseminated on July 17, 2019 and July 22, 2019 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company has extended its option to form a joint venture (“JV”) on the PanaPana Property until October 1, 2019 and is issuing the news release in order to clarify for shareholders and investors disclosures related to two news releases issued on September 17, 2018 and January 31, 2019.

The Company announced that it has signed an option agreement to acquire a 100% interest in the Porto Grande Property (Cupixi) (the “Property”), located in the state of Amapá, Brazil.

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

On July 17, 2019, the Company announced that, subsequent to an exploration program in the department of Guainia, Colombia, in the fall of 2018, the Company has extended its option to form a JV on the PanaPana Property until October 1, 2019. The Company has filed an application to obtain exploration and production rights on a property located in close proximity to the PanaPana Property in partnership with the owner of the PanaPana Property.

The Company issued the news release to clarify for shareholders and investors disclosures related to two news releases issued on September 17, 2018 and January 31, 2019; these relate to the Company’s option on the PanaPana Property in Guainia, Colombia, which was being sampled by the Company for coltan (tantalum and niobium).

In 2018, the Company optioned the PanaPana Property and began a sampling campaign on the Property in September of that year. As per the option agreement, the Company had 120 days to conduct due diligence on this Property, or until the end of January 2019. If that due diligence was successful, the Company intended to enter into a JV on the Property with the current property owner, in this specific case, this would have resulted in a 60-40 joint venture, in the Company’s favour. The Company’s due diligence focused primarily on geological testing of samples.

Since the geological sampling and due diligence were taking longer than expected, The Company initially signed two extensions of the original agreement, prolonging the option agreement initially to April 1, 2019. On January 31, 2019, the Company issued results from the September 2018 sampling campaign. At that time, the Company should have also informed investors that the option agreement had been extended and that no joint venture had been initiated.

The Company has negotiated an additional option period on the PanaPana Property with the property owner to October 1, 2019. As a sign of good faith, the Company has also offered the PanaPana Property owner a 25% carried interest of any profits derived from new claims around the PanaPana Property by the Company.

Our Colombian-based geologists continued to conduct additional work on the PanaPana Property and in the area around PanaPana in the department of Guainia. A report was submitted by Miguel Jaramillo to the Company on April 9, 2019. In this report, he suggested that the source rock for the coltan in this area was likely not on the PanaPana Property but in alluvial sediments on unclaimed land to the northwest of PanaPana; this information was not available to the Company at the time it issued its news release of January 31, 2019. The Company has applied to the Colombian government for this property next to PanaPana. As this area is considered strategic by the Colombian government, the Company will be submitting a development plan to the local government.

Based on information it has received from this sampling campaign from September 2018 and other information it has attained, the Company is of the opinion that there are significant coltan opportunities in the part of Colombia.

The Company will keep investors informed of any developments on the option on the PanaPana Property, as well as on other properties the Company may claim in the area around PanaPana.

On July 22, 2019, the Company announced that it has signed an option agreement to acquire a 100% interest in the Property (Cupixi), located in the state of Amapá, Brazil. The Property is currently owned by Retiro Gonçalves / Mineração Tantaline and represents a surface area of approximately 739 hectares, located 60 km from the city of Porto Grande. The Property has exploration and commercialization (export) permits in place for tin, gold, tantalum and niobium. The Porto Grande Property has occurrences of tantalum, niobium, and tin, based on lab results submitted to the Company. According to the Company's geological consultants in Brazil, Mineração Tantaline and Dr. Arnaldo do Nascimento Vieira, the Property is located within the Gleba-Matapi tantalum-niobium, gold and tin district in Brazil, situated 160 km from the city of Macapá.

The Company can acquire 100% of the Porto Grande Property for total consideration of US\$2 million, subject to due diligence. The Company has 120 days to conduct this due diligence, which it intends to commence immediately. This due diligence will focus on, but not limited to, geological sampling and testing on the Property.

### **Qualified Person**

The news release was reviewed and approved by Joel Scodnick, P. Geo., an independent consultant to the Company, in his capacity as a Qualified Person, as defined by National Instrument 43-101.

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

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

Pierre Gauthier  
CEO, Auxico Resources Canada Inc.  
[pg@auxicoresources.com](mailto:pg@auxicoresources.com)  
Cell: +1 514 299 0881

Mark Billing  
President, Auxico Resources Canada Inc.  
[mb@auxicoresources.com](mailto:mb@auxicoresources.com)  
Cell: +1 514 296 1641

**Item 9: Date of Report**

July 24, 2019.