

**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

February 10, 2023

3. PRESS RELEASE

The press release was issued on February 10, 2023 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 appoints Brian Shin as Chief Financial Officer and begins marketing campaign.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, February 10, 2023 – **Atco Mining Inc. (the “Company” or “Atco”)** (CSE: ATCM) is pleased to announce that it has appointed Brian Shin as Chief Financial Officer. Mr. Shin replaces Christopher Cooper who will remain on the Board.

About Brian Shin

Mr. Shin specializes in providing financial reporting, corporate finance, auditing, corporate strategy, risk management and other accounting services to both public and private companies in various industries. He holds the designation of Chartered Professional Accountant (CPA) in B.C. and Certified Management Consultant (CMC). Mr. Shin has had extensive experience as a consultant, auditor, controller and CFO for numerous publicly traded and private corporations in several industries in multiple countries such as Canada, Hong Kong and South Korea.

Stock Options

The Company is also pleased to announce that it has granted 200,000 stock options (the “**Options**”) to purchase common shares of the Company (the “**Option Shares**”) to Brian Shin. The Options vest on the date of issuance and are exercisable for a period of two years at a price of \$0.25 per Option Share.

Atco Engages Marketing Consultant

The Company would also like to announce that they have engaged GRA Enterprises LLC (“**GRA**”) for a one-month marketing campaign for a total fee of USD \$25,000 payable prior to commencement of the campaign. GRA is led by Gerard Adams and is in the business of providing communication services including assisting public companies in the marketing of corporate activities. The Company is at arms-length from GRA and Gerard Adams. Consideration offered to GRA does not include any securities of the Company, and to the knowledge of the Company GRA does not hold any securities of the Company.

About Atco Mining (CSE: ATCM):

Atco is a junior exploration mining company focused on exploring for green energy metals throughout Canada. Atco is also exploring for sulphide-rich VHMS deposits in Saskatchewan as well as salt opportunities in Western Newfoundland. Investors are encouraged to visit the company’s website here: www.atcomining.com.

For further information contact:

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:

Alex Klenman
Chief Executive Officer
Tel: 604-970-4330

9. DATE OF REPORT

DATED this 10th day of February, 2023.