

**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 7, 2023

3. PRESS RELEASE

The press release was issued on March 7, 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 closes strategic \$1,074,000 financing and looks forward to Government of Newfoundland and Labrador wind-hydrogen fiscal framework.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, March 7, 2023 – **Atco Mining Inc. (the “Company” or “Atco”)** (CSE: **ATCM; Frankfurt: QP9**) is pleased to announce that it has closed a non-brokered private placement of 6,712,500 units (each, a “Unit”) of the Company at a price of \$0.16 per Unit for gross proceeds of \$1,074,000. Each Unit consists of one common share of the Company (each, a “Share”) and one transferable common share purchase warrant (each, a “Warrant”), entitling the holder thereof to purchase one additional Share at a price of \$0.24 until March 7, 2026.

In connection with closing of the private placement, the Company paid finder's fees totaling \$26,600 to certain arms-length brokerage firms. All securities issued in connection with the private placement are subject to a statutory hold period until July 8, 2023 under applicable Canadian securities laws, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada. The Company intends to allocate the net proceeds of the private placement for the advancement of its salt projects in southwestern Newfoundland, for marketing and advertising as well as for general working capital purposes.

Etienne Moshevich, an insider of the Company, through Transcend Capital Inc., a holding company controlled by Mr. Moshevich, as well as Charanjit Hayre, a Director of the Company each subscribed for \$100,000 or 625,000 Units. With this investment, Mr. Moshevich has control and direction over 4,446,000 Shares, all of which are held by Transcend Capital Inc., and which represent approximately 13.3% of the issued and outstanding common shares of the Company. Mr. Moshevich, through Transcend Capital Inc., also has control and direction over 625,000 Warrants. Assuming exercise of just these Warrants, Mr.

Moshevich would have control and direction over 5,071,000 Shares representing applicable 14.8% of the then issued and outstanding common shares of the Company.

Mr. Moshevich, through Transcend Capital Inc., participated in the Offering and acquired the common shares for investment purposes. Mr. Moshevich may from time to time and at any time directly or otherwise, increase or decrease his ownership, control or direction of securities of the Company by privately negotiated agreement, or otherwise. For further information please refer to the Early Warning Report filed for Transcend Capital Inc. on the Company's SEDAR profile.

Participation in the private placement by insiders of the Company constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The issuance of securities to insiders of the Company is exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the Company's shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101, in that the fair market value of the consideration of the securities issued to the insiders of the Company does not exceed twenty-five percent of the Company's market capitalization.

In addition to the closing of the private placement, Atco is excited with the developments that recently been announced in the Province of Newfoundland and Labrador. In April of 2022, the province lifted a ban on wind energy development allowing industrial customers to generate wind energy for their own consumption and for export. To date, the provincial government said that it has received 31 land nomination submissions for 73 possible wind energy projects in the province since it began accepting nominations for areas of interest for potential developments in July. Successful bidders from the awarding of Crown land for wind energy development will be issued a wind application recommendation letter from the Department of Industry, Energy and Technology. This letter will grant a bidder the exclusive right to pursue the development of their project through the Government of Newfoundland and Labrador Crown land application and approval process.

"The new fiscal regime strives to provide the maximum economic returns to the people of Newfoundland and Labrador while encouraging investment in this emerging industry. We are following a progressive approach to attract investment by allowing proponents to recoup their investment before the fiscal framework results in higher payments to the province."

-Honourable Andrew Parsons
Minister of Industry, Energy and Technology

Of the proposals that have been made public thus far, the most advanced is the USD \$10 to 12 billion GH2 World Energy "Project Nujio'qonik" ('where the wind blows' in the Mi'kmaw language), located next to the community of Stephenville at Port au Port. The proposal consists of at least 3 gigawatt (GW) of wind energy production combined with plans for up to 250,000 metric tons per year of hydrogen production. The proposal is intended to meet the demands of a growing worldwide demand for green hydrogen.

The significance of green hydrogen was underpinned by the signing of the Canada-German Hydrogen Alliance in Stephenville, NL on August 23, 2022 by Prime Minister Justin Trudeau and German Chancellor Olaf Scholz. This agreement was further bolstered by the September 27, 2022 Declaration of Intent between the city of Hamburg Germany and the Government of Newfoundland and Labrador which aims to encourage the establishment of hydrogen supply chains that will result in exports of green hydrogen from the Province to Germany.

“We are extremely pleased with the closing of this financing” says Neil McCallum, Director of Atco Mining. “This private placement not only allowed us to bring in several very strategic investors that the Board felt will help drive substantial value for our shareholders but it also allows us to aggressively explore and develop our salt projects given the fact that our latest preliminary airborne results proved that we have a three large salt dome targets. Additionally, I believe the St. Georges Bay Basin will begin to attract much more attention in the coming months as the government of Newfoundland continues to position itself as a leader in the wind and hydrogen fuel production industry. With Atco being perfectly positioned to take advantage of this scenario as it develops potential storage solutions, I am looking forward to updating shareholders with our progress over the coming quarters.”

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:

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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 7th day of March, 2023.