

**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

May 10, 2024

3. PRESS RELEASE

The press release was issued on May 10, 2024 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 announces private placement.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, May 10, 2024 – **Atco Mining Inc. (the “Company” or “Atco”) (CSE: ATCM; OTC: ATMGF; Frankfurt: QP9)** is pleased to announce that the company will conduct a non-brokered private placement (the “**Offering**”) for gross proceeds of up to \$230,000.

The Offering will consist of up to 4,000,000 flow-through units (each, a “**FT Unit**”) at a price of \$0.0575 per Unit. Each FT Unit will consist of one common share of the Company to be issued as a flow-through share within the meaning of the *Income Tax Act* (Canada) and one share purchase warrant (each, a “**Warrant**”). Each Warrant will entitle the holder to purchase one common share of the Company at a price of \$0.15 for a period of 24 months.

The proceeds raised from the Offering will be used to incur Canadian exploration expenses as defined in Subsection 66.1(6) of the *Income Tax Act* (Canada). All securities issued in the Offering will be subject to a statutory four-month-and-one-day hold period. Closing of the Offering is subject to receipt of all regulatory approvals, including approval of the Canadian Securities Exchange. The Company may pay finders' fees to eligible third parties in consideration for the introduction of subscribers to the Offering.

The Offering is fully subscribed and the Company intends to close within the next week.

About Atco Mining (CSE: ATCM):

Atco is a junior exploration mining company focused on exploring for green energy metals throughout Canada. Atco is exploring for uranium in the Athabasca Basin 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:

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

9. DATE OF REPORT

DATED this 10th day of May, 2024.