

ATLANTIC INDUSTRIAL MINERALS

MATERIAL CHANGE REPORT

Item 1: Reporting Issuer

Atlantic Industrial Minerals Incorporated
802 – 1550 Bedford Highway
Bedford, NS B4A 1E6

Item 2: Date of Material Change

August 31, 2011

Item 3: Press Release

August 31, 2011

Dissemination: Stockwatch, Marketwire

Item 4: Summary of Material Change

Atlantic Industrial Minerals Incorporated Expands Cape Breton Limestone Holdings

Item 5: Full Description of Material Change

Colin J. MacDonald, President and CEO of Atlantic Industrial Minerals Incorporated. ("AIM") (NEX: ANL) announces that an agreement has been reached to expand the company's limestone property holdings in Cape Breton, Nova Scotia.

Glencoe and Kewstoke Properties

AIM has reached an agreement with Greg Isenor, G.P. Isenor Co. and Robert MacDonald to acquire a 50% interest in Glencoe Resources Inc. and a 100% interest in the Kewstoke carbonate property.

Glencoe Resources Inc. is a passive holding company for the Glencoe carbonate property and AIM has owned 50% of the shares of Glencoe Resources Inc. since 1995. The acquisition of the outstanding 50% of Glencoe Resources Inc. will increase AIM's ownership to 100% and give AIM sole control over the Glencoe limestone deposit with the ability to actively pursue the project unimpeded.

The consideration for the acquisition will be 6,000,000 common shares, 2,000,000 share purchase warrants exercisable at \$0.10 per share for 12 months, and \$50,000 of which \$25,000 is a non-refundable deposit. A production royalty of the greater of \$1.50 per tonne or 5% of the gross selling price will be paid on all carbonate product sold.

The Glencoe carbonate property is comprised of 81 claims totalling 1296 hectares in southwest Cape Breton, Nova Scotia. The Kewstoke carbonate property is comprised of 28 claims totalling 448 hectares in the same region of Cape Breton.

The Glencoe and Kewstoke carbonate properties have been the subject of significant historical work and host areas of cement grade carbonate potential, high purity (chemical grade) carbonate potential, white to light grey carbonate (filler and coater products) potential and varied colour (dimension stone) potential.

Item 6: Reliance on section 85 (2) of the Act

Not confidential.

Item 7: Omitted Information

Information not omitted

Item 8: Senior Officers

Colin MacDonald
Telephone: 902.832.5555

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Colin MacDonald

President & CEO

Halifax, N.S.

Date: August 31, 2011