



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

Item 1: REPORTING ISSUER

Atlantic Industrial Minerals Inc. (the "Company")
Suite 820, Sun Tower
1550 Bedford Highway
Bedford, NS B4A 1E6

Item 2: DATE OF MATERIAL CHANGE

December 20, 2013

Item 3: PRESS RELEASE

Date: January 2, 2014

Dissemination: The news release dated January 2, 2014 was disseminated through Stockwatch and is available on the SEDAR website (www.sedar.com).

Item 4: SUMMARY OF MATERIAL CHANGE

Results of Annual General Meeting held December 20, 2013.

Item 5.1: FULL DESCRIPTION OF MATERIAL CHANGE

Shareholders approved all resolutions put before them by management including the unanimous election of all management nominees to the board of directors, the re-appointment of the auditors, the re-approval of the Company's share incentive plan, the change of name and the reduction in paid up capital.

Total Voting Shares

A total of 12,838,000 shares representing 52.12% of the issued capital were voted at the annual meeting. No shares or proxies were disqualified.

Election of the Board of Directors

Vote tally for the individual directors was as follows:

Director	Votes For	Votes Withheld
J. François Lalonde	12,838,000 (100%)	Nil (0%)
Greg Isenor	12,838,000 (100%)	Nil (0%)
Paul Brownlee	12,838,000 (100%)	Nil (0%)
Don Dudak	12,838,000 (100%)	Nil (0%)
John Cumming	12,838,000 (100%)	Nil (0%)

Appointment of Auditors

The shareholders re-appointed Morgan LLP, Chartered Accountants, as the Company's auditor and authorized the directors to fix the auditors remuneration.

Share Incentive Plan including Stock Option Plan

The shareholders re-approved the Company's share incentive plan including the Company's rolling incentive stock option plan.

Change of Name

The shareholders re-approved the change of name. The change of name remains subject to further action by the board of directors and required regulatory approvals.

Reduction in Paid Up Capital

The shareholders approved the reduction in paid up capital. The distribution of the Glencoe and Kewstoke limestone assets and the related reduction in paid up capital remains subject to further action by the board of directors and required regulatory approvals.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NI 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact: J. François Lalonde, President & CEO
Telephone: 514-992-0929

ITEM 9. DATE OF REPORT

January 2, 2014