FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

Athabasca Minerals Inc. (the "**Corporation**" or "**AMI**")
Suite 620, 407 – 2nd Street SW
Calgary, AB
T2P 2Y3

Item 2 – Date of Material Change:

October 26, 2020

Item 3 – News Release:

The Corporation disseminated a news release through the facilities of GlobeNewswire on October 26, 2020.

Item 4 – Summary of Material Change:

On October 26, 2020, the Corporation announced the closing of a non-brokered private placement (the "**Private Placement**") of $1,480,000 based on the issuance of 9,866,668 common shares (the "**Common Shares**") at a premium price of $0.15 per Common Share.

Item 5 – Full Description of Material Change:

5.1 5.1 – Full Description of Material Change

The Private Placement, priced at $0.15/share, represented a 30% premium to the market's last closing price of AMI, with no finders-fee payable.

The Private Placement was anchored by JMAC Resources Ltd. ("**JMAC**") as lead investor, and Jon McCreary, CEO of JMAC, was also appointed to AMI's board of directors (the "**Board**").

Insider ownership of the Corporation's Common Shares increased to 22.5% (from previously 8.1%) based on contributions from officers, existing directors, and recognizing Mr. McCreary's new Board appointment.

Proceeds from the Private Placement will be primarily used to advance Front-End Engineering & Development ("**FEED**") activities for the Duvernay Sand Project ("**Duvernay Project**") and for general corporate purposes.

Turn-key Processing Solutions ("**TPS**"), the design-build contractor currently conducting the FEED for the Duvernay Project, also participated in the Private Placement.

The Duvernay Project, which resides under the Corporation's wholly-owned subsidiary, AMI Silica Inc., is making meaningful progress with FEED, on what aims to be one of the greenest sand processing operations in North America, in conjunction with its international industrial partner. As project activities ramp up toward Final Investment Decision ("**FID**"), planned in 1H-2021, this Private Placement primarily supports AMI's contribution to associated FEED expenditures, and to a lesser extent for general corporate purposes. JMAC, the Canadian affiliate of JMAC Resources Inc. in the United States, subscribed for 6,666,667 Common Shares based on gross proceeds of $1,000,000, pursuant to the terms of a subscription agreement. At closing of the Private Placement, JMAC's ownership of AMI's outstanding Common Shares will represent a 13.5% stake in the Corporation.

The Private Placement is further supported by TPS, an experienced design-build contractor headquartered in Franklin, Tennessee, with extensive background in engineering, constructing and operating numerous silica production facilities in North America totaling over 30 million tons in annual capacity.

Current insiders of the Corporation (not including Mr. McCreary's interest on behalf of JMAC) collectively subscribed for 1,316,668 Common Shares based on gross proceeds of $197,500 pursuant to the terms of a subscription agreement. Participation by the insiders in the Private Placement was considered a "related party transaction" pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Corporation was exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the insiders' participation in the Private Placement in reliance of sections 5.5(a) and 5.7(1)(a) of MI 61-101. This Material Change Report has been filed in connection with the participation of insiders in the Private Placement less than 21 days in advance of the closing of the Private Placement, which the Corporation deemed reasonable in the circumstances so as to be able to avail itself of potential financing opportunities and complete the Private Placement in an expeditious manner.

All securities issued in connection with the Private Placement will be subject to a statutory four-month and one-day hold period under applicable Canadian securities laws. The Private Placement remains subject to receipt of all necessary regulatory and other approvals, including the final approval of the TSX Venture Exchange. Any securities issued have not been and will not be registered under the United States *Securities Act of 1933,* as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Mark Smith, the Corporation's Chief Financial Officer, stated: "We are very pleased with the results of the Private Placement initiative. The strong support and response to achieve $1.48 million financing at a 30% premium to the previous day market closing price for AMI stock recognizes the merits of the Corporation's strategic initiatives. With this capital investment, the Corporation is well-positioned to advance the FEED toward FID for the Duvernay Project with a solid balance sheet."

The Corporation is additionally pleased to announce that Mr. Jon McCreary, CEO of JMAC Resources Inc., and its affiliate JMAC in Canada, will be joining AMI's Board as an independent director effective November 1, 2020.

Robert Beekhuizen, AMI's Chief Executive Officer, stated: "We are excited to have Mr. McCreary joining Athabasca's Board at a pivotal stage in the Corporation's delivery on its strategic plan. Mr. McCreary has proven industry experience in successfully building JMAC Resources Inc. in the United States into a strong company with many synergies and overlapping interests relevant to AMI's business model. We look forward to his role on the Board as we continue to expand and grow AMI's business interests in the North American marketplace."

Related Party Transaction

Pursuant to section 5.2 of MI 61-101, the Corporation is required to include the following in this Material Change Report:

(a) a description of the transaction and its material terms

The Corporation announced the closing of the Private Placement of $1,480,000 based on the issuance of 9,866,668 Common Shares at a price of $0.15 per Common Share. The Corporation issued the following Common Shares to directors, officers and/or insiders for gross proceeds as follows (the "**Insider Subscriptions**"):

Name	Common Shares Purchased	Gross Proceeds to the Corporation
Robert Beekhuizen	200,000	$30,000.00
Dana Archibald	133,334	$20,000.10
Mark Smith	66,667	$10,000.05
Donald Paulencu	750,000	$112,500.00
Terrance Kutryk	166,666	$24,999.90
JMAC Resources Ltd.	6,666,667	$1,000,000.50

(b) the purpose and business reasons for the transaction

Proceeds from the Private Placement will be primarily used to advance FEED activities for the Duvernay Project and for general corporate purposes.

(c) the anticipated effect of the transaction on the Company's business and affairs

The Corporation does not anticipate any material effect on its business and affairs as a result of the related party transaction.

(d) a description of (i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties, and (ii) the anticipated effect of the transaction on the percentage of securities of the Company, or of an affiliated entity of the Company, beneficially owned or controlled by each person referred to in subparagraph (i) for which there would be a material change in that percentage

As a result of the Insider Subscriptions, the Corporation does not anticipate any material change to the percentage of securities of the Corporation beneficially owned or controlled by any of the subscribing insiders, except for the following: as a result of the Private Placement, Jon McCreary became an insider of the Corporation.

(e) a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the Company for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee

The Private Placement was approved by the Board without the establishment of a special committee. No materially contrary views were expressed. Robert Beekhuizen, Don Paulencu and Terrance Kutryk disclosed an interest in the Private Placement and abstained from voting on the approval resolutions accordingly.

(f) a summary, in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction

Not applicable. See Item (i) below.

(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the Company that relates to the subject matter of or is otherwise relevant to the transaction (i) that has been made in the 24 months before the date of this Material Change Report, and (ii) the existence of which is known, after reasonable inquiry, to the Company or to any director or senior officer of the Company

Not applicable.

(h) the general nature and material terms of any agreement entered into by the Company, or a related party of the Company, with an interested party or a joint actor with an interested party, in connection with the transaction

The Corporation entered into a subscription agreement in respect of each of the Insider Subscriptions pursuant to which the Corporation agreed to issue and sell Common Shares to the subscribing insiders on substantially the same terms as those agreed to with other subscribers to the Private Placement.

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the Company is relying under sections 5.5 and 5.7 of MI 61-101, respectively, and the facts supporting reliance on the exemptions.

The Corporation has relied on the *Exemption from Formal Valuation Requirement* under section 5.5(a) of MI 61-101 and on the *Exemption from Minority Approval Requirement* under section 5.7(1)(a) of MI 61-101 as, at the time the transaction was agreed to, neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved interested parties, exceeded 25 per cent of the Corporation's market capitalization.

As this Material Change Report is being filed less than 21 days before the closing of the Private Placement, the Corporation is required to explain why the shorter period is reasonable or necessary in the circumstances. In the view of the Corporation, such shorter time period was reasonable in the circumstances in order for the Corporation to avail itself of financing opportunities and complete the Private Placement in an expeditious manner.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 – Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 – Omitted Information

Not applicable.

Item 8 – Executive Officer:

Mark Smith
Chief Financial Officer

Telephone: +1- 403-370-4457
Website: https://www.athabascaminerals.com/
Email: Mark.Smith@athabascaminerals.com

Item 9 – Date of Report:

This report is dated November 5, 2020.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this material change report.

FORWARD LOOKING STATEMENTS

This material change report contains certain statements or disclosures relating to Athabasca that are based on the expectations of its management as well as assumptions made by and information currently available to Athabasca which may constitute forward-looking statements or information ("**forward-looking statements**") under applicable securities laws. All such statements and disclosures, other than those of historical fact, which address activities, events, outcomes, results or developments that Athabasca anticipates or expects may, or will occur in the future (in whole or in part) should be considered forward-looking statements. In some cases, forward-looking statements can be identified by the use of the words: "continue", "estimate", "expect", "may", "intends", "will", "should", "position", "to be", "can", "plan", "believe" and similar expressions.

In particular, but without limiting the foregoing, this material change report contains forward-looking statements pertaining to the following: closing of the Private Placement; the ability to raise the capital needed for the development and advancement of the Duvernay Project; a positive final investment decision for the Duvernay Project; the completion of the FEED for the Duvernay Project; the Corporation's future growth in the North American marketplace; the Corporation's ability to become a leading supplier of premium domestic silica sand; and the expectations for industry activity, management's assessment of Athabasca's future projects and financing plans.

The forward-looking statements contained in this material change report reflect several material factors and expectations and assumptions of Athabasca including, without limitation: that Athabasca will continue to conduct its operations in a manner consistent with past operations; the general continuance of current or, where applicable, assumed industry conditions; availability of debt and/or equity sources to fund Athabasca's capital and operating requirements as needed; and certain cost assumptions.

Athabasca believes the material factors, expectations and assumptions reflected in the forward-looking statements are reasonable at this time but no assurance can be given that these factors, expectations and assumptions will prove to be correct. The forward-looking statements included in this material change report are not guarantees of future performance and should not be unduly relied upon. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements including, without limitation: a significant expansion in COVID-19 restricting or prohibiting the operation of the Athabasca's operations or supply chain; the duration and extent of the relatively low global oil prices, development and production in the Western Canadian Sedimentary Basin; general economic, market and business conditions including those in the event of an epidemic, natural disaster or other event; Athabasca may be unable to resolve mechanical or operational issues in the timelines anticipated, in the manner anticipated or at all; increased costs and expenses; reliance on industry partners; and certain other risks detailed from time to time in Athabasca's public disclosure documents including, without limitation, those risks identified in this material change report, and in Athabasca's annual information form, copies of which are available on Athabasca's SEDAR profile at www.sedar.com. Moreover, the duration and impact of the COVID-19 pandemic is unknown at this time and it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation. Readers are cautioned that the foregoing list of factors is not exhaustive and are cautioned not to place undue reliance on these forward-looking statements.

The forward-looking statements contained in this material change report are made as of the date hereof and the Corporation undertakes no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless so required by applicable securities law.

This material change report does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States of America. The securities of Athabasca have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration is available.