

**FORM 51-102F3
NATIONAL INSTRUMENT 51-102
MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102**

FILED VIA SEDAR

Item 1. Name and Address of Company

Portex Minerals Inc. ("Portex" or the "Company")
199 Bay Street, Suite 2901
Toronto, Ontario
M5L 1G1

Item 2. Date of Material Change

A material change took place on October 1, 2015.

Item 3. News Release

On October 9th, 2015, a news release in respect of the material change was released by telecopier through the facilities of Marketwire.

Item 4. Summary of Material Change

On October 1, 2015, the Company closed non-brokered private placement of 1,435,000 units (the "Units") at a price of \$0.10 per Unit. Each unit is comprised of one common share and one common share purchase warrant, entitling the holder to acquire one Portex common share at an exercise price of \$0.10 for a period of twenty-four (24) months from the closing date.

In connection with the offering, the Company paid Euro Pacifica Canada Inc. a cash commission of \$14,350 and issued 143,500 finder's warrants to Jacob Securities Inc. Each finder's warrant is exercisable for a period of 24 months from the closing date to acquire Units at a price of \$0.50 per Unit.

Portex intends to use the proceeds of this offering to fund the previously announced acquisition of Walker Norris Capital Partners III d/b/a Direct Metals Recycling (see press release dated June 25, 2015) and general corporate purposes.

Item 5. Full Description of Material Change

A full description of the material change can be found in the Company's press release which is attached as Schedule "A" hereto.

Item 6. Reliance on Section 7.1(2) of National Instrument 51-102

The report is not being filed in reliance on section 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Matthew Bassett, Interim President and Chief Executive Officer
416-786-3876

Item 9.

Date of Report

October 5, 2015.

SCHEDULE “A”



Shares outstanding: 206,419,302

Portex Minerals Inc.

Portex Closes Non-Brokered Private Placement

October 5, 2015, Toronto, Ontario; Portex Minerals Inc. (“Portex” or the “Company”) (CSE: PAX) is pleased to announce that it has closed a non-brokered private placement of 1,435,000 units (the “Units”) at a price of \$0.10 per Unit. Each unit is comprised of one common share and one common share purchase warrant, entitling the holder to acquire one Portex common share at an exercise price of \$0.10 for a period of twenty-four (24) months from the closing date.

In connection with the offering, the Company paid Euro Pacifica Canada Inc. a cash commission of \$14,350 and issued 143,500 finder’s warrants to Jacob Securities Inc. Each finder’s warrant is exercisable for a period of 24 months from the closing date to acquire Units at a price of \$0.50 per Unit.

Portex intends to use the proceeds of this offering to fund the previously announced acquisition of Walker Norris Capital Partners III d/b/a Direct Metals Recycling (see press release dated June 25, 2015) and general corporate purposes.

All securities issued in connection with the private placement will be subject to a four month “hold period” under applicable securities legislation and, if required, the policies of the Canadian Securities Exchange, ending on February 2, 2016.

About Portex

Portex is a mineral exploration company in transition to a non-mining operating company.

For more information please contact: Matthew Bassett Portex Minerals Inc. 416.786.3876 mbassett@bassettfinancial.ca.

The CSE does not accept responsibility for the adequacy or accuracy of this release.

Certain information contained in this news release, including all information relating to the proposed transactions and the Company’s future plans and/or future financial or operating performance is “forward-looking”. These statements relate to future events or future performance and reflect the Company’s expectations regarding the transaction and the future growth, results of exploration, business prospects and opportunities of the Company. These forward-looking statements also reflect the Company’s current internal projections, expectations or beliefs and are based on information currently available to the Company, respectively. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. The forward-looking statements contained herein are subject to a variety of

risks and uncertainties including those identified and disclosed in the respective Annual Financial Statements of the Company for the year ended September 30, 2014. In some cases forward-looking information can be identified by terminology such as “may”, “will”, “should”, “would”, “could”, “expect”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “projects”, “potential”, “scheduled”, “forecast”, “budget” or the negative of those terms or other comparable terminology. Assumptions upon which such forward-looking information regarding completion of the transaction is based include that the Company will enter into a definitive agreement regarding the transaction, that the Company will be able to satisfy the conditions to the transaction, that the required approvals will be obtained from the shareholders of the Company, that all regulatory and governmental approvals to the transactions will be obtained and all other conditions to completion of the transaction will be satisfied or waived. Although the Company believes that the forward-looking information contained in this news release is based on reasonable assumptions, readers cannot be assured that actual results will be consistent with such statements. Accordingly, readers are cautioned against placing undue reliance on forward-looking information. The Company expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, events or otherwise, except in accordance with applicable securities laws. Investors are cautioned that any information released or received with respect to the transaction may not be accurate or complete. Trading in the securities of the Company should be considered highly speculative.