

Form 51-102F3
Material Change Report
Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations

- Item 1. Name and Address of Company
- Terrax Minerals Inc.**
2300-1066 West Hastings Street
Vancouver, B.C. V6E 3X2
- Item 2. Date of Material Change January 24, 2017
- Item 3. News Release
- Issued and distributed through the facilities of Marketwired on January 24, 2017
- Item 4. Summary of Material Change
- See attached copy of the January 24, 2017 News Release
- Item 5. Full Description of Material Change
- See attached copy of the January 24, 2017 News Release
- Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102
- N/A
- Item 7. Omitted Information N/A
- Item 8. Executive Officer
- Joseph Campbell
Telephone: (613) 843-8109
- Item 9. Date of Report
- January 24, 2017



January 24, 2017

TSX-V: TXR
Frankfurt: TX0
OTC Pink: TRXXF

News Release

TerraX receives Land Use Permit for Southbelt and prepares for 17,000 meter drill program in 2017

Vancouver, B.C. – TerraX Minerals Inc. (TSX-V: TXR; Frankfurt: TX0; OTC Pink: TRXXF) is pleased to announce that it has received a Land Use Permit for its wholly-owned Southbelt property at Yellowknife in the Northwest Territories. Drilling at Southbelt should commence around the end of February once access routes into the target areas have been completed.

Joseph Campbell, the CEO of TerraX, stated "The prompt issuance of the Land Use Permit is supportive of the stated mandate of the Northwest Territories government to facilitate responsible exploration on its lands. The permit allows TerraX to begin drilling on the highly prospective Southbelt property targets which represent the continuation of gold structures south of the former Con Mine where TerraX has received surface assay results up to 94.9 g/t gold." Mr. Campbell further stated "The Southbelt target contains multiple high-grade gold occurrences with very high potential for discovery"

The Southbelt property is a low cost exploration project as a result of its location 3 kilometers from the city of Yellowknife with excellent access to infrastructure, services and supplies.

From a geological perspective, the Southbelt property is adjacent to the past-producing Con mine property, where over six million ounces of gold were mined at an average grade of 16.1 grams per tonne gold over a 60-year mine life. Terrax has identified extensions of several mineralized trends mapped from the Con mine onto the Southbelt property including the namesake Con shear, which appears to continue on to TerraX's property for up to 5 kilometres, and the New Vein shear which contains values up to 94.9 g/t Au (news release dated Sept. 23, 2015). Terrax received further high grade values in 2016 exploration work with up to 33.6 g/t Au and 52 g/t Au in grab samples (news release dated December 21, 2017). A map of the sampling at Southbelt can be [accessed here](#) and is available on the company's website under "2016 Field Exploration" under the Southbelt project section.

Terrax is planning to undertake 10,000 meters of drilling on the impressive surface exposures of gold bearing structures at Southbelt that are the strike extensions from the Con mine. Terrax has budgeted for 17,000 meters of drilling at Yellowknife in 2017, with the remaining drilling to be carried out on our Northbelt property, which covers 15 km of strike immediately north of the past producing Giant Mine where 8.1 million ounces of gold were mined at an average grade of 16.1 g/t Au. .

The technical information contained in this news release has been approved by Joseph Campbell, the Chief Executive Officer of TerraX, who is a Qualified Person as defined in "National Instrument 43-101, Standards of Disclosure for Mineral Projects."

About the Yellowknife City Gold Project

Yellowknife City Gold ("YCG") encompasses 129 sq km of contiguous land immediately north and south of the City of Yellowknife in the Northwest Territories. Through a series of acquisitions, TerraX now controls one of the six major high-grade gold camps in Canada. Being within 15 km of the City of Yellowknife, the YCG is close to vital infrastructure, including transportation, service providers, hydro-electric power and skilled tradespeople.

The YCG lies on the prolific Yellowknife greenstone belt, covering 23 km of strike length on the southern and northern extensions of the shear system that hosted the high-grade Con and Giant gold mines. The project area contains multiple shears that are the recognized hosts for gold deposits in the Yellowknife gold district, with innumerable gold showings and recent high grade drill results that serve to indicate the project's potential as a world-class gold district.

For more information on the YCG project, please visit our web site at www.terraxminerals.com.

On behalf of the Board of Directors

"JOSEPH CAMPBELL"

Joe Campbell
CEO

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This news release contains forward-looking information, which involves known and unknown risks, uncertainties and other factors that may cause actual events to differ materially from current expectation. Important factors - including the availability of funds, the results of financing efforts, the completion of due diligence and the results of exploration activities - that could cause actual results to differ materially from the Company's expectations are disclosed in the Company's documents filed from time to time on SEDAR (see www.sedar.com). Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The company disclaims any intention or obligation, except to the extent required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.