

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.
P.O. Box 10442, Pacific Centre
1605-777 Dunsmuir Street
Vancouver, B.C. V7Y 1K4

Item 2. Date of Material Change

September 19, 2018

Item 3. News Release

Issued and distributed through the facilities of Newsfile on September 19, 2018

Item 4. Summary of Material Change

See attached copy of the September 19, 2018 News Release

Item 5. Full Description of Material Change

See attached copy of the September 19, 2018 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

David Suda
Telephone: (416) 617-4115

Item 9. Date of Report

September 19, 2018



September 19, 2018

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

News Release

TerraX purchases the Tom Mine and Sickie Properties

Vancouver, B.C. – TerraX Minerals Inc. (TSX-V: TXR; Frankfurt: TX0; OTC Pink: TRXXF) is pleased to announce the purchase of a 100% interest in the Tom Mine (6 sq km) and Sickie (2 sq. km) properties from Altamira Gold Corp. These properties increase the area of the YCGP from 772 square kilometers to 780 square kilometers. A map of the property locations is available [here](#).

As part of the agreement, TerraX will pay Altamira a total of \$25,000 cash and 250,000 shares of TerraX. Altamira will retain a 2% NSR royalty. The agreement is subject to the approval of the TSX-V exchange and is expected to close by the end of September.

David Suda, the Chief Executive Officer and President of TerraX stated "While results from our summer exploration program continue to fill our pipeline of focused targets; our team continues to build the world class land package. We are pleased to have completed an amicable transaction with Altamira."

The Tom Mine was a gold producer in the Yellowknife gold district from 1985-1997. The Tom and C vein systems were accessed by ramp to 122 vertical metres over 300 metres of strike length. The Tom Mine production was milled at the Ptarmigan Mine (January 12, 2018 press release) so separate production records for the Tom Mine are not available. The Tom Mine gold ore has the same characteristics as the Ptarmigan Mine which is free milling with reported recovery of 94%. When the mine closed in 1997 the veins were still open at depths below the current mine workings. (Source: The Operational History of Mines in the Northwest Territories, R. Silke, 2009; and Treminco Resources Limited, Annual report 1990). The southern portion of the property is contiguous with the Ptarmigan Gold Mine property.

The Sickie property is underlain by the Walsh Lake sediments, which are host to TerraX's Mispickle Zone (September 22, 2016, press release). Several historic gold showings occur on the property with gold values up to 4 g/t.

Joseph Campbell, the Executive Chairman of the Board of TerraX, stated "The purchase of the Tom Mine property gives TerraX access to another gold bearing vein system similar to the past producing Ptarmigan Mine, which TerraX owns. The property is also near paved road access to Yellowknife and high-tension powerlines that are connected to the past producing Ptarmigan Gold Mine. The purchase of the Sickie property gives TerraX an additional 5 kilometers of strike length in the gold bearing Walsh Lake sediments."

The technical information contained in this news release has been approved by Joseph Campbell, the Executive Chairman of the Board 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

The **Yellowknife City Gold ("YCG")** project encompasses 780 sq km of contiguous land immediately north, south and east of the City of Yellowknife in the Northwest Territories. Through a series of acquisitions, TerraX controls one of the six major high-grade gold camps in Canada. Being within 10 km of the City of Yellowknife, the YCG is close to vital infrastructure, including all-season roads, air transportation, service providers, hydro-electric power and skilled tradespeople.

The YCG lies on the prolific Yellowknife greenstone belt, covering 70 km of strike length along the main mineralized break in the Yellowknife gold district, including 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
Executive Chairman of the Board

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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, events or otherwise.