

**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

Almonty Industries Inc. (the "Company")
100 King Street West
Suite 5700
Toronto, ON
M5X 1C7

Item 2. Date of Material Change

A material change took place on August 12, 2016.

Item 3. News Release

A news release relating to the material change was disseminated via Canada BusinessWire on August 12, 2016. The news release has also been filed on the System for Electronic Document Analysis and Retrieval ("SEDAR") and is available at www.sedar.com.

Item 4. Summary of Material Change

The Company announced that it intends to proceed with a private placement of 5,600,000 common shares at a price of \$0.35 per common share for gross proceeds to Almonty of \$1,960,000 (the "Offering").

Item 5. Full Description of Material Change

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

For further information, please contact Dennis Logan, Director and Chief Financial Officer of Almonty at 647-438-9766 or dennis.logan@almonty.com.

Item 9. Date of Report

August 12, 2016.

SCHEDULE “A”

See attached.

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**ALMONTY ANNOUNCES \$1.96 MILLION BROKERED PRIVATE PLACEMENT
FINANCING**

Toronto – August 12, 2016 - Almonty Industries Inc. (“Almonty”) (TSXV: AII) announces that it intends to proceed with a private placement of 5,600,000 common shares at a price of \$0.35 per common share for gross proceeds to Almonty of \$1,960,000 (the “Offering”).

The Offering forms part of the capital raising previously announced by Almonty in connection with the revised off-market takeover offer to be made by Almonty under the Australia Corporations Act 2001 (Cth) for all of the issued, and to be issued, shares of ATC Alloys Limited announced by Almonty by press release dated July 26, 2016.

Closing of the Offering is subject to the approval of the TSX Venture Exchange.

All securities issued pursuant to the Offering are subject to resale restrictions for a period of four months and a day as prescribed by the TSX Venture Exchange and applicable securities laws.

Somers and Partners Pty Ltd has been appointed as lead manager of the Offering. Almonty will pay a commission equal to 4% of the gross proceeds raised on the financing.

Almonty intends to use the net proceeds of the Offering to fund working capital and general corporate purposes and to assist with funding the acquisition of ATC Alloys Limited.

About Almonty

The principal business of Almonty is the mining, processing and shipping of tungsten concentrate from its Los Santos Mine in western Spain, its Wolfram Camp Mine in north Queensland, Australia and its Panasqueira mine in Portugal as well as the development of the Sangdong tungsten mine in Gangwon Province, Korea and the Valtreixal tin/tungsten project in north western Spain. The Los Santos Mine was acquired by Almonty in September 2011 and is located approximately 50 kilometres from Salamanca in western Spain and produces tungsten concentrate. The Wolfram Camp Mine was acquired by Almonty in September 2014 and is located approximately 130 kilometres west of Cairns in northern Queensland, Australia and produces tungsten and molybdenum concentrate. The Panasqueira mine, which has been in production since 1896, is located approximately 260 kilometres northeast of Lisbon, Portugal, was acquired in January 2016 and produces tungsten concentrate. The Sangdong mine, which was historically one of the largest tungsten mines in the world and one of the few long-life, high-grade tungsten deposits outside of China, was acquired in September 2015 through the acquisition of a 100% interest in Woulfe Mining Corp. Almonty owns 51% of, and has an irrevocable option to acquire a 100% ownership interest in, the Valtreixal tin-tungsten project in northwestern Spain. Further information about Almonty’s activities may be found at www.almonty.com and under Almonty’s profile at www.sedar.com.

For further information, please contact:

Almonty

Lewis Black

Chairman, President and CEO

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Legal Notice

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which this announcement is released, published or distributed should inform themselves about and observe such restrictions.

Neither 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 release.

Disclaimer for Forward-Looking Information

When used in this press release, the words “estimate”, “project”, “belief”, “anticipate”, “intend”, “expect”, “plan”, “predict”, “may” or “should” and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. This press release contains forward-looking statements and information including, without limitation, the completion of the ATC Take-over by Almonty. These statements and information are based on management’s beliefs, estimates and opinions on the date that statements are made and reflect Almonty’s current expectations.

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Almonty to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: any specific risks relating to fluctuations in the price of ammonium para tungstate (“APT”) from which the sale price of Almonty’s tungsten concentrate is derived, actual results of mining and exploration activities, environmental, economic and political risks of the jurisdictions in which Almonty’s operations are located and changes in project parameters as plans continue to be refined, forecasts and assessments relating to Almonty’s business, risks relating to production forecasts and estimates from the ATC ferrotungsten plant, credit and liquidity risks, ATC shareholders acceptance of the take-over bid, hedging risk, competition in the mining industry, risks related to the market price of Almonty’s shares, the ability of Almonty and ATC to retain key management employees or procure the services of skilled and experienced personnel, risks related to claims and legal proceedings against Almonty and any of its operating mines, risks relating to unknown defects and impairments, risks related to the adequacy of internal control over financial reporting, risks related to governmental regulations, including environmental regulations, risks related to international operations of Almonty, risks relating to exploration, development and operations at Almonty’s tungsten mines, the ability of Almonty and ATC to obtain and maintain necessary permits, the ability of Almonty and ATC to comply with applicable laws, regulations and permitting requirements, lack of suitable infrastructure and employees to support Almonty’s mining operations, uncertainty in the accuracy of mineral reserves and mineral resources estimates, production estimates from Almonty’s mining operations and ATC’s ferrotungsten plant, inability to replace and expand mineral reserves, uncertainties related to title and indigenous rights with respect to mineral properties owned directly or indirectly by Almonty, the ability of Almonty to obtain adequate financing, the ability of Almonty to complete permitting, construction, development and expansion, challenges related to global financial conditions, risks related to future sales or issuance of equity securities, differences in the interpretation or application of tax laws and regulations or accounting policies and rules and acceptance of the ASX of the listing of Almonty shares on the exchange.

Forward-looking statements are based on assumptions management believes to be reasonable, including but not limited to, no material adverse change in the market price of APT, the continuing

ability to fund or obtain funding for outstanding commitments, expectations regarding the resolution of legal and tax matters, no negative change to local Australian laws, the ability to secure local contractors, employees and assistance as and when required and on reasonable terms, the ability to sell the ferrotungsten produced from the ATC's operations and such other assumptions and factors as set out herein. Although Almonty has attempted to identify important factors that could cause actual results, level of activity, performance or achievements to differ materially from those contained in forward-looking statements, there may be other factors that cause results, level of activity, performance or achievements not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate and even if events or results described in the forward-looking statements are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, Almonty. Accordingly, readers should not place undue reliance on forward-looking statements and are cautioned that actual outcomes may vary.

Investors are cautioned against attributing undue certainty to forward-looking statements. Almonty cautions that the foregoing list of material factors is not exhaustive. When relying on Almonty's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events.

Almonty has also assumed that material factors will not cause any forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE REPRESENTS THE EXPECTATIONS OF ALMONTY AS OF THE DATE OF THIS PRESS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE ALMONTY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.