

**IF YOUR SHARES ARE REPRESENTED BY A DIRECT REGISTRATION SYSTEM (DRS) STATEMENT, YOU ARE NOT REQUIRED TO COMPLETE AND RETURN THIS LETTER OF TRANSMITTAL**

**LETTER OF TRANSMITTAL**

**ATHENA GOLD CORPORATION**

("Athena Gold" or the "Company")

The undersigned hereby represents and warrants that the undersigned is the owner of the number of common shares ("Common Shares") of Athena Gold which Common Shares are represented by the holding(s) described below and delivered herewith and the undersigned has good title to the shares represented by the said holding(s), free and clear of all liens, charges and encumbrances, and has full power and authority to herewith deposit such shares.

Certificate Number(s)* (if available)	Number of Common Shares	Registered in the Name of

\* Need not be completed if the shares are represented by a Direct Registration System ("DRS") statement ("DRS Statement")

The above listed Common Shares are hereby tendered in connection with the redomicile of Athena Gold Corporation from the State of Delaware to the Province of British Columbia, Canada, by way of a merger into its British Columbia subsidiary, Nova Athena Gold Corp. ("Nova Athena"). Each shareholder of Athena Gold will receive one common share in the capital of Nova Athena for each one common share in the capital of Athena Gold, with the amalgamated company retaining the name "Athena Gold Corporation". The transaction was approved at Athena Gold's Annual General and Special Meeting of shareholders held on March 27, 2025, as described in its Proxy Statement dated February 4, 2025.

The undersigned authorizes and directs Endeavor Trust Corporation ("**Endeavor**"), the registrar and transfer agent of the Company, to issue a certificate or DRS Statement representing Common Shares held in the Company to which the undersigned is entitled as indicated below and to mail such certificate or DRS Statement to the address indicated below or, if no instructions are given, in the name and to the address if any, of the undersigned as appears on the share register maintained by Endeavor.

Name (please print)		
Name of authorized representative, if applicable		
Address		
City	Province	Postal Code
Telephone	E-mail (*)	SIN / TIN

\* By providing an email address, the undersigned consents to electronic delivery by Endeavor.

☐ **Please issue a physical share certificate instead of a DRS statement**

Date: \_\_\_\_\_

**SIGNATURE GUARANTEE**  
(if required under Instruction 1c):

\_\_\_\_\_  
Signature of Shareholder(s) or Authorized Representative  
(See additional requirement for authorized representative under instruction 1d)

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Name of Guarantor

\_\_\_\_\_  
Address/Telephone

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**INSTRUCTIONS FOR COMPLETING THE LETTER OF TRANSMITTAL**

**1. Use of Letter of Transmittal**

- a) Each shareholder holding share certificates of the Company must send or deliver this Letter of Transmittal duly completed and signed together with the share certificate(s) (where applicable) described herein to Endeavor at the office listed below. The method of delivery to Endeavor is at the option and risk of the shareholder, but if mail is used, registered mail is recommended if certificates are being submitted.
- b) Shares registered in the name of the person by whom (or on whose behalf) the Letter of Transmittal is signed need not be endorsed or accompanied by any share transfer power of attorney.
- c) Shares not registered in the name of the person by whom (or on whose behalf) the Letter of Transmittal is signed must be endorsed by the registered holder thereof or deposited together with a Securities Transfer Form/Power of Attorney properly completed by the registered holder. Such signature must be guaranteed by an Eligible Institution or in some other manner satisfactory to Endeavor.

An Eligible Institution means a Canadian schedule 1 chartered bank, a member of the Securities Transfer Agent Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada and the United States, members of the Investment Industry Regulatory Organization of Canada, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States. A signature guarantee will also be accepted from a Canadian Schedule 1 chartered bank that is not participating in a Medallion Signature Guarantee Program and makes available its list of authorized signing officers to the Transfer Agent. Currently signature guarantees are accepted from Bank of Nova Scotia, Royal Bank of Canada and TD Bank.

- d) Where the Letter of Transmittal is executed on behalf of a corporation, partnership, association or by an agent, executor, administrator, trustee, guardian or any person acting in an authorized representative capacity, the Letter of Transmittal must be accompanied by satisfactory evidence of the representative's authority to sign and dated within the last 6 months. Examples include extracts from the following documents: Corporate Resolution, LLC Agreement, Corporate Registry, Partnership Agreement or Trust Agreement.
- e) Unless otherwise instructed, a DRS Statement representing the new Common Shares will be issued. No charge will be made for one new replacement certificate or DRS Statement. If a certificate is being requested, the holder must bear the cost for the delivery of such certificate. Where more than one certificate is requested, a charge of \$20 (plus GST) will be levied for each additional certificate to the holder.
- f) The Company reserves the right if it so elects in its absolute discretion to instruct Endeavor to waive any defect or irregularity contained in any Letter of Transmittal received by it.

**2. Lost Share Certificates**

If a share certificate has been lost or destroyed, the Letter of Transmittal must be completed as fully as possible and forwarded to Endeavor together with a letter stating the loss. Endeavor will respond with the replacement requirements, which must be properly completed and returned prior to effecting the exchange.

**3. Miscellaneous**

Additional copies of the Letter of Transmittal may be obtained from Endeavor at the office listed below. Any questions should be directed to Endeavor at 604-559-8880 or by e-mail to [admin@endeavortrust.com](mailto:admin@endeavortrust.com).

Please note delivery of this Letter of Transmittal to an address other than those set forth below does not constitute a valid delivery.

By Mail, Registered Mail, Hand or Courier: Endeavor Trust Corporation  
Attn: Corporate Actions  
Suite 702 - 777 Hornby Street  
Vancouver, BC, V6Z 1S4  
Canada

**4. Privacy Notice / Consent**

Endeavor is committed to protecting your personal information. In the course of providing services to you and our corporate clients, we receive non-public personal information about you - from transactions we perform for you, forms you send us, other communications we have with you or your representatives, etc. This information could include your name, address, social insurance number, securities holdings and other financial information. We use this to administer your account, to better serve your and our clients' needs and for other lawful purposes relating to our services. Some of your information may be transferred to servicers in the U.S.A. for data processing and/or storage. Endeavor will use the information you are providing in order to process your request and will treat your signature(s) as your consent to us so doing.