

FORM 51 – 102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

ITEM 1 Name and Address of Company

Ares Strategic Mining Inc.
1001 – 409 Granville Street
Vancouver, British Columbia V6C 1T2

(the “**Company**”)

ITEM 2 Date of Material Change

June 28, 2024

ITEM 3 News Release

The news release dated June 28, 2024 was disseminated via NewsWire.

ITEM 4 Summary of Material Change

The Company announced that it that it has closed the third tranche of its previously announced offering of units (each, a “**Unit**”) by issuing 2,009,651 Units at a price of \$0.18 per Unit, for aggregate gross proceeds of \$361,737.18.

On May 10, 2024, the Company announced a non-brokered private placement offering of Units (the “**LIFE Offering**”) at a price of \$0.18 per Unit pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* (the “**LIFE Exemption**”). On June 18, 2024, in connection with the LIFE Offering, the Company filed an amended and restated offering document (the “**Amended Offering Document**”) to amend the terms of the LIFE Offering and offer up to 16,111,111 units at \$0.18 per Unit for gross proceeds of up to \$2,900,000 (the “**Amended LIFE Offering**”). To date, the Company has raised an aggregate amount of \$2,435,744.52 from the first, second and third tranche closings.

Each Unit shall consist of one (1) common share in the capital of the Company (each, a “**Common Share**”) and one non-transferable Common Share purchase warrant (each, a “**Warrant**”). Each Warrant is exercisable into one (1) Common Share (each, a “**Warrant Share**”) at a price of \$0.26 per Common Share for a period of two (2) years following the closing date of the Life Offering, provided that, if the 10-day volume-weighted average trading price of the Common Shares as quoted on the Canadian Securities Exchange (the “**CSE**”) (or such other securities exchange on which the Common Shares may be traded at such time) is equal to or greater than \$0.40 at the close of any trading day, then the Company may, at its discretion, accelerate the expiry date of the Warrants by issuing a news release (a “**Warrant Acceleration News Release**”) announcing that the expiry date of the Warrants shall be deemed to be on the 30th day following the date of the Warrant Acceleration News Release (the “**Accelerated Expiry Date**”) (the “**Acceleration Clause**”). All Warrants that remain unexercised following the Accelerated Expiry Date shall immediately expire and all rights of holders of such Warrant shall be terminated without any compensation to such holder. Units offered under the LIFE Exemption will not be subject to resale restrictions for Canadian resident investors pursuant to applicable Canadian securities laws.

In connection with the closing of the third tranche, an aggregate of \$16,787.51 was paid in cash and a total of 93,263 finder’s warrants (each, a “**Finder’s Warrant**”) were issued to certain finders as finder’s fees. Each Finder’s Warrant entitles the holder thereof to acquire one (1) common share in the capital of the Company (a “**Finder’s Warrant Share**”) at a price of \$0.26 per Finder’s Warrant Share for a period of two (2) years following the closing date of the third tranche.

The Finder's Warrants are subject to the Acceleration Clause. Any securities issued as finder's fees are subject to a 4-month hold period from the date of issuance.

The balance of the Amended LIFE Offering is expected to close on or before August 1, 2024, and is subject to certain conditions, including, but not limited to, the receipt of all necessary regulatory and other approvals. The Company intends to use the proceeds of the Amended LIFE Offering as disclosed in the Amended LIFE Offering Document dated June 17, 2024, which is available under the Company's profile on www.sedarplus.ca and on the Company's website (www.aresmining.com), for completing the ramp installation to intersect fluorspar mineralization at depth at its Lost Sheep fluorspar property located in Delta, Utah, to provide feed for the manufacturing facility which is currently under construction and for general and corporate working capital purposes.

None of the securities issued in connection with the Amended LIFE Offering will be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act.

ITEM 5 Full Description of Material Change

5.1 Full Description of Material Change

The material changes are fully described in Item 4 above and in the News Release filed on SEDAR+ at www.sedarplus.ca.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

ITEM 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

ITEM 7 Omitted Information

Not Applicable.

ITEM 8 Executive Officer

James Walker
President and Chief Executive Officer
(604) 345-1576 or at james@aresmining.com

ITEM 9 Date of Report

July 2, 2024