

MATERIAL CHANGE REPORT
Form 51-102F3

Item 1 **Name and Address of Company**

Ares Strategic Mining Inc. (the “**Company**” or “**Ares**”)
1001 – 404 Granville Street
Vancouver, British Columbia V6C 1T2

Item 2 **Date of Material Change**

The material change occurred on October 7, 2024.

Item 3 **News Release**

The Company issued a press release relating to the material change described herein on October 7, 2024 through The NewsWire.

Item 4 **Summary of Material Change**

The Company announced that it has closed the second and final tranche of its non-brokered private placement of units pursuant to the listed issuer financing exemption. The Company issued 765,170 units at a price of \$0.18 per unit, for aggregate gross proceeds of \$137,730.60.

Item 5 **Full Description of Material Change**

On August 22, 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**”).

Each Unit consists 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 Warrant 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 Warrants 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.

To date, the Company has raised an aggregate amount of \$1,760,929.56 from the first and second tranche closings.

The Company intends to use the proceeds of the LIFE Offering to finance ongoing work related to construction and installation of a secondary ventilation system to meet MSHA requirements so that fluorspar can be mined and removed safely through the new ramp installation at the Company's Lost Sheep fluorspar property and for general corporate and administrative expenses.

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

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

Not applicable.

Item 7 Omitted Information

No information has been omitted.

Item 8 Executive Officer

For further information, please contact James Walker, President and Chief Executive Officer of the Company at (604) 345-1576.

Item 9 Date of Report

This report is dated October 16, 2024.