

51-102F3
Material Change Report

Item 1 Name and Address of Company

Athena Gold Corporation
Suite 312, 2010A Harbison Drive
Vacaville, California
USA 95687

Item 2 Date of Material Change

November 28, 2023

Item 3 News Release

News release was disseminated on November 29, 2023, through the services of Stockwatch.

Item 4 Summary of Material Change

Athena Gold Corporation announces the resignation of Markus Janser from the Board of Directors.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Athena Gold Corporation (OTCQB: AHNR) (CSE: ATHA) (“Athena” or the “Company”) announces that Markus Janser has resigned from the Board of Directors, effective immediately, due to demands of his full-time commitments. Mr. Janser joined the Board in 2021 and served as an independent director and member of the Audit Committee. Mr. Janser has been a key figure in guiding the Company's growth and success, and the Board of Directors expresses deep gratitude for his invaluable contributions.

The Board is actively engaged in identifying and evaluating alternatives with respect to the appointment of a new independent director to fill the vacancy left by Mr. Janser’s departure. John Power, the Company’s Chief Executive Officer, will replace Mr. Janser on the Audit Committee until such time as a successor can be found.

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

John C. Power
President and Chief Executive Officer
Athena Gold Corporation
Tel: 707-291-6198
Email: info@athenagoldcorp.com

Item 9

Date of Report

November 29, 2023