

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**

January 7, 2024

Item 3 **News Release**

News release was disseminated on January 7, 2024, through the services of Stockwatch and filed on SEDAR+ at www.sedarplus.ca.

Item 4 **Summary of Material Change**

Athena Gold Corporation announces proposed issuance of bonus shares, promissory note and shares for debt.

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

Athena Gold Corporation (“Athena” or the “Company”) is pleased to announce, subject to approval of the Canadian Securities Exchange, the issuance of an aggregate of 600,000 shares in the common stock of the Company as bonus shares (“Bonus Shares”) to two independent directors and the Chief Financial Officer of the Company as compensation in appreciation and recognition of their services. The Bonus Shares are being issued at a deemed price of CDN \$0.05 per share.

The issuance of the 600,000 Bonus Shares to the Company’s two directors and officer constitutes a “related party transaction” as this term is defined in Multilateral Instrument 61-101: Protection of Minority Securityholders in Special Transactions (“MI 61-101”). The Company intends to rely on the exemptions from the valuation and minority stockholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as the fair market value of the Bonus Shares does not exceed 25% of the Company's market capitalization.

All Bonus Shares issued are subject to a four month and a day hold period.

None of the Bonus Shares have been and will not be registered under the United States Securities Act of 1933, as amended (the “1933 Act”) or any applicable state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act) or persons in the United States absent registration or an applicable exemption from such registration requirements. This press release does not constitute an offer to sell or the solicitation of

an offer to buy nor will there be any sale of the foregoing securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Issuance of Promissory Note

The Company announces that it has agreed, subject to approval of the Canadian Securities Exchange, to issue an unsecured promissory note (a “Promissory Note”) to John C. Power, the Company’s President and Chief Executive Officer (the “Lender”), in exchange for cash loans in the aggregate amount of US \$100,000 (the “Loan”), which Loan consists of US \$92,500 in cash advances and US \$7,500 in accrued management fees.

The Promissory Note is due and payable on January 2, 2026 (the “Maturity Date”). Interest on the principal amount of the Promissory Note will accrue from the original date of issue at a rate of six percent (6%) per annum, calculated and payable monthly, until the Maturity Date. The Company shall have the option of prepaying the whole or any part of the principal amount of the Promissory Note (together with all accrued and unpaid interest thereon) at any time without notice, bonus or penalty. Proceeds of the Loan are to be used for general working capital or property acquisitions as may be determined by the Board of Directors.

The issuance of the Promissory Note and the Loan constitutes a “related party transaction” as this term is defined in Multilateral Instrument 61-101: Protection of Minority Securityholders in Special Transactions (“MI 61-101”) as the Lender is a director and officer of the Company. The Company intends to rely on the exemptions from the valuation and minority stockholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as the fair market value of the Promissory Note does not exceed 25% of the Company's market capitalization.

Shares for Debt

The Company has agreed to settle outstanding debt in the amount of CDN \$15,000.00 (the “Debt”) owing to an arm’s length creditor through the issuance of 300,000 shares of common stock in the capital of the Company (the “Common Shares”) at a deemed price of CDN \$0.05 per Common Share (the “Debt Transaction”).

The Board of Directors has determined it is in the best interests of the Company to settle the outstanding Debt through the issuance of the Common Shares to preserve the Company’s cash for ongoing operations.

Closing of the Debt Transaction is subject to customary closing conditions, including approval of the Canadian Securities Exchange, and intends to close as soon as practicable. The Common Shares to be issued pursuant to the Debt Transaction will be subject to a hold period of four months and one day from the date of issuance.

The Common Shares issued pursuant to the Debt Transaction have not been and will not be registered under the United States Securities Act of 1933, as amended (the “1933 Act”) or any applicable state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act) or persons in the United States absent registration or an applicable exemption from such registration requirements. This press release does not constitute an

offer to sell or the solicitation of an offer to buy nor will there be any sale of the foregoing securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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

January 12, 2024