

Form 51-102F3
Material Change Report

1. Name and Address of Company

Aben Minerals Ltd.
Suite 1030- 505 Burrard Street
Vancouver, BC, Canada, V7X 1M5
(the "Company")

2. Dates of Material Change(s)

February 6, 2025

3. News Release(s)

A news release was issued on February 6th, 2025 and disseminated via Globe Newswire to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

The Company announces that it has closed a non-brokered private placement financing for total gross proceeds of CAD \$316,000 (the "**Private Placement**").

The Company has allotted and issued 4,514,286 units (the "Units") at a price of CAD \$0.07 per Unit. Each Unit is comprised of one common share and one full warrant (the "Warrants"). Each Warrant will entitle the holder to purchase one common share for a period of two (2) years at a price of CAD \$0.10 per share.

5. Full Description of Material Changes

News Release dated February 6, 2025 – See Schedule "A".

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Riley Trimble, President & CEO of the Company, is knowledgeable about the material change contained herein and may be reached at 604-416-2978.

9. Date of Report

This report is dated February 7, 2025

SCHEDULE “A”

to the Material Change Report dated February 7, 2025

NEWS RELEASE

February 6, 2025

Aben Minerals Closes Over Subscribed Private Placement

Vancouver, BC -- Aben Minerals Ltd. (TSX-V: [ABM](#)) (OTCQB: [ABNAF](#)) (Frankfurt: [R26](#)) (“Aben” or “the Company”) announces that it has closed a non-brokered private placement financing for total gross proceeds of CAD \$316,000 (the “Private Placement”). This relates to the [News Release dated January 20th 2025](#).

Aben has allotted and issued 4,514,286 units (the “Units”) at a price of CAD \$0.07 per Unit. Each Unit is comprised of one common share and one full warrant (the “Warrants”). Each Warrant will entitle the holder to purchase one common share for a period of two (2) years at a price of CAD \$0.10 per share.

In addition, the Company has paid finder’s fees of \$ \$2,940 and issued 42,000 finder’s warrants (the “Finder’s Warrants”) to an arm’s-length party. Each Finder’s Warrant is exercisable into one common share for a period of up to two (2) years at a price of CAD \$0.10.

The Company intends to use the proceeds from this private placement towards exploration expenditures and general working capital purposes. The private placement is subject to TSX Venture Exchange approval, and all securities are subject to a four-month-and-one-day hold period.

A portion of the Private Placement constitutes a “related party transaction” as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company is relying on the exemptions under section 5.5(a) and section 5.7(1)(a) from the formal valuation and minority shareholder approval requirements of MI 61-101, as the fair market value of the shares issued to the related party does not exceed 25% of the Company’s market capitalization, as determined in accordance with MI 61-101.

About Aben Minerals:

Aben Minerals is a Canadian gold exploration company with exploration projects in the Yukon Territory and British Columbia. The Company’s flagship, the 7,400-hectare, 100% owned Justin Gold Project is located in the southeast Yukon in the Tintina Gold Belt adjacent to Seabridge Gold’s 3 Aces Project. Aben Minerals also owns 100% of the Forrest Kerr Gold Project located in the Golden Triangle of British Columbia and shares claims borders with Skeena’s KSM Project, and Seabridge Gold’s Iskut Project.

The Company’s goal is to increase shareholder value through new discoveries and developing exploration projects in geopolitically favourable jurisdictions.

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For further information on Aben Minerals Ltd. (TSX-V: [ABM](#)), visit our Company's website at www.abenminerals.com.

ABEN MINERALS LTD.

"Riley Trimble"

Riley Trimble
President & CEO

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This release includes certain statements that may be deemed to be "forward-looking statements". All statements in this release, other than statements of historical facts, that address events or developments that management of the Company expects, are forward-looking statements. Although management believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. The Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause actual results to differ materially from those in forward-looking statements, include market prices, exploration and development successes, continued availability of capital and financing, and general economic, market or business conditions. Please see the public filings of the Company at www.sedar.com for further information.