

**FORM 51-102F3
Material Change Report**

ITEM 1. NAME AND ADDRESS OF COMPANY

Archon Minerals Limited (the "Company")
#2801 – 323 Jervis Street
Vancouver, BC V6C 3P8

ITEM 2. DATE OF MATERIAL CHANGE

August 1, 2023

ITEM 3. PRESS RELEASE

The news release was disseminated through Stockwatch and filed on SEDAR on August 3, 2023.

ITEM 4. SUMMARY OF MATERIAL CHANGE

At the annual and special meeting of shareholders (the "Meeting") held on August 1, 2023, the Company's shareholders have passed all resolutions put forth before them, including: (a) the election of Stewart Blusson, Ross Blusson, Melody Yiu and Matthew Scoville as directors; (b) the appointment of De Visser Gray LLP as auditors for the ensuing year; and (c) the adoption of a new omnibus equity incentive plan.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the Company's news release dated August 3, 2023 which is available at www.sedar.com.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

None.

ITEM 8. EXECUTIVE OFFICER

Contact: Stewart Blusson, President & Director
Telephone: 604-682-3303

ITEM 9. DATE OF REPORT

August 3, 2023