

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

Item 1 Name and Address of Company

Ximen Mining Corp. (the "Company")
888 Dunsmuir Street
- Suite 888, Vancouver,
B.C., V6C 3K4

Item 2 - Date of Material Change

December 30, 2024

Item 3 News Release

A news releases was issued and disseminated on December 30, 2024 and filed on SEDAR (www.sedar.com).

Item 4 Summary of Material Change

December 30, 2024 – Ximen Mining Corp. (TSX.v: XIM) (FRA: 1XMA) (OTCQB: XXMMF) (the "Company" or "Ximen") closed its previously announced non-brokered private placement on Dec. 27, 2024, of five million flow-through units at a price of eight cents per share for gross proceeds of \$400,000. Each flow-through share consists of one common share that qualifies as a "flow-through share" as defined in Subsection 66(15) of the Income Tax Act and one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional non-flow-through common share at the price of 12 cents for 36 months after closing.

Ximen Mining Corp.

Item 5 Full Description of Material Change

See attached news release at Schedule "A"

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

The following senior officer of the Company is knowledgeable about the material change and this report:

Christopher R. Anderson

Phone: 604-488-3900

Item 9 Date of Report

December 31, 2024

Ximen Mining Closes Financing

Vancouver, B.C., December 30, 2024 – Ximen Mining Corp. (TSX.v: XIM) (FRA: 1XMA) (OTCQB: XXMMF) (the "Company" or "Ximen) is pleased to announce that it has closed its previously announced non-brokered private placement on December 27, 2024, of 5,000,000 flow through units at a price of \$0.08 per share for gross proceeds of \$400,000. Each Flow-Through share consists of one common share that qualifies as a "flow-through share" as defined in subsection 66(15) of the Income Tax Act and one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional non-flow through common share at the price of \$0.12 for 36 months after closing.

The net proceeds from the Offering will be used by the Company for exploration expenses on the Company's British Columbia mineral properties.

All securities issued in connection with the placement closing will be subject to a hold period expiring on April 28, 2025. The Company paid a cash commission of \$24,000 and issued 300,000 finders warrants to PB Markets Inc. The finder warrants are valid for 3 years from closing with an exercise price of \$0.08.

The closing of this private placement financing is subject to final TSX-V approval.

The flow through shares will qualify as flow-through shares (within the meaning of Subsection 66(15) of the Income Tax Act (Canada). An amount equal to the gross proceeds from the issuance of the flow through shares will be used to incur eligible resource exploration expenses which will qualify as (i) Canadian exploration expenses (as defined in the Tax Act), and (ii) as flow-through critical mineral mining expenditures (as defined in Subsection 127(9) of the Tax Act). Qualifying expenditures in an aggregate amount not less than the gross proceeds raised from the issue of the FT shares will be incurred (or deemed to be incurred) by the company on or before Dec. 31, 2025, and will be renounced by the company to the initial purchasers of the FT shares with an effective date no later than Dec. 31, 2024.

*On behalf of the Board of Directors,
"Christopher R. Anderson"
Christopher R. Anderson,
President, CEO and Director
604 488-3900*

This press release includes certain statements that may be deemed "forward-looking statements" within the meaning of Canadian securities legislation. All statements in this release, other than statements of historical facts, that address future exploration drilling, exploration activities and events or developments that the Company expects, are forward looking statements. Although the Company 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 forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include

exploitation and exploration successes, continued availability of financing, and general economic, market or business conditions. The reader is urged to refer to the Company's reports, publicly available through the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com for a more complete discussion of such risk factors and their potential effects.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any state in the United States in which such offer, solicitation or sale would be unlawful.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release

Ximen Mining Corp

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