

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Aeonian Resources Corp. (the “**Company**”)  
1000 – 409 Granville Street  
Vancouver, BC  
V6C 1T2

**Item 2 Date of Material Change**

May 9, 2025

**Item 3 News Release**

The news release dated May 12, 2025, was disseminated through Stockwatch.

**Item 4 Summary of Material Change**

The Company completed its qualifying transaction involving the acquisition of Aeonian Resources Ltd. (the “**Qualifying Transaction**”). The Company also completed, concurrent with the Qualifying Transaction, a name change to “Aeonian Resources Corp.”.

Trading in the common shares of the Company is expected commence on May 13, 2025 on the TSX Venture Exchange (the “**TSXV**”) under the Company’s new name and the symbol “**ALTN**”.

In connection with the Qualifying Transaction, the Company made certain appointments and accepted certain resignations to and from its board of directors and executive management team, such that the following individuals now comprise the Company’s board of directors and officers:

- Andrew Randell – CEO and director;
- Mirza Rahimani – CFO and Corporate Secretary;
- Branden Haynes – director;
- Mark Luchinski – director;
- Kristian Whitehead – director;
- Terrance Salman – director; and
- Gordon Neal – director.

**Item 5 Full Description of Material Change**

See Item 4 above and the attached news release for a full description of the material change.

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

N/A

**Item 7 Omitted Information**

None.

**Item 8 Executive Officer**

Andrew Randell, Chief Executive Officer and Director, (604) 349 2090

**Item 9 Date of Report**

May 13, 2025

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**AEONIAN RESOURCES CORP. (FORMERLY ALTINA CAPITAL CORP.) ANNOUNCES COMPLETION OF QUALIFYING TRANSACTION**

**May 12, 2025 – Aeonian Resources Corp.** (formerly Altina Capital Corp.) (the “**Company**” or the “**Resulting Issuer**”) (TSX-V: ALTN.P) is pleased to announce that it has completed its previously announced qualifying transaction in accordance with Policy 2.4 - Capital Pool Companies (“**Policy 2.4**”) of the TSX Venture Exchange (the “**TSX-V**”), which is substantially described below and in the Company’s previous news releases dated April 2, 2024 and November 18, 2024, January 6, 2025 and April 29, 2025.

**Summary of the Transaction**

The Company is party to an amended and restated amalgamation agreement with Aeonian Resources Ltd. (“**Aeonian**”) dated November 15, 2024, as amended on January 3, 2025 (as amended, the “**Amalgamation Agreement**”). Pursuant to the Amalgamation Agreement, the Company acquired all of the issued and outstanding shares of Aeonian (the “**Transaction**”) and changed its name to “Aeonian Resources Corp.” and will carry on the business previously carried on by Aeonian.

The shareholders of Aeonian were issued an aggregate of 25,202,100 common shares of the Resulting Issuer (each, a “**Resulting Issuer Share**”) at a deemed price of \$0.10 per share.

Additional information concerning the Transaction, Aeonian and the Resulting Issuer is provided in the Company’s news releases dated April 2, 2024, November 18, 2024, and January 6, 2025, April 29, 2025 and the Company’s filing statement dated April 29, 2025 (the “**Filing Statement**”), all of which are available under the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

Final acceptance by the TSX-V of the Qualifying Transaction will occur upon the issuance of the TSX-V’s final bulletin (the “**Final Bulletin**”). Subject to issuance of the Final Bulletin, trading in the Resulting Issuer Shares is expected to begin on the TSX-V under its new name “Aeonian Resources Corp.” and the trading symbol “ALTN” on or about May 14, 2025. Shareholders of the Company are not required to take any action with respect to the name change or exchange their existing share certificates for new ones.

**Claims Extension**

The Company is pleased to announce that the expiry date of the claims comprising the Company’s Koochanusa copper property has been extended to July 15, 2025.

**Escrowed Shares**

In connection with the Transaction, the Company entered into a Tier 2 value security escrow agreement (the “**Value Security Escrow Agreement**”) with Computershare Investor Services Inc. (the “**Escrow Agent**”) and certain shareholders of the Company. An aggregate of 12,222,100 Resulting Issuer Shares and 1,347,000 Resulting Issuer share purchase warrants are subject to the Value Security Escrow Agreement. Under the terms of the Value Security Escrow Agreement, 10% of such escrowed securities

will be released upon the issuance of the Final Bulletin, with subsequent releases of 15% of such escrowed securities occurring every six (6) months following the date of the Final Bulletin.

Prior to the Transaction, certain shareholders of the Company previously entered into a CPC escrow agreement (the “**CPC Escrow Agreement**”) with the Company and the Escrow Agent in respect of 4,080,000 Resulting Issuer Shares. Under the terms of the CPC Escrow Agreement, 25% of such escrowed Resulting Issuer shares will be released upon the issuance of the Final Bulletin with subsequent releases of 25% of such escrowed Resulting Issuer Shares occurring every six (6) months following the date of the Final Bulletin.

### **Board of Directors and Executive Management**

In connection with the Transaction, the Company made certain appointments and accepted certain resignations to and from its board of directors and executive management team, such that the following individuals now comprise the Company’s board of directors and officers:

- Andrew Randell – CEO and director;
- Mirza Rahimani – CFO and Corporate Secretary;
- Branden Haynes – director;
- Mark Luchinski – director;
- Kristian Whitehead – director;
- Terrance Salman – director; and
- Gordon Neal – director.

### **Corrections to Filing Statement**

The Company also notes as follows:

1. the first sentence under “Altina Founder Shares” on page 85 of the Filing Statement erroneously stated that there are 4,000,000 CPC Escrow Shares subject to the CPC Escrow Agreement. However, a total of 4,080,000 CPC Escrow Shares are subject to the CPC Escrow Agreement;
2. the table set out under “CPC Escrow Shares” on page 85 of the Filing Statement erroneously stated that Theofilos Sanidas holds 500,000 CPC Escrow Shares. However, Mr. Sanidas holds a total of 580,000 CPC Escrow Shares; and
3. the table set out under “Qualifying Transaction Escrowed Securities” starting on page 86 of the Filing Statement erroneously disclosed that 580,000 Resulting Issuer Shares held by Theofilos Sanidas would be subject to the Value Security Escrow Agreement. However, given that Mr. Sanidas has not continued as a director of the Resulting Issuer following the Transaction, his 580,000 Resulting Issuer Shares are not subject to the Value Security Escrow Agreement and, accordingly, such shares should not have been referenced in the table set out under “Qualifying Transaction Escrowed Securities” in the Filing Statement.

**About Aeonian Resources Corp.**

Aeonian Resources is a junior mineral exploration company. Aeonian Resources' principal mineral property is the Kooconusa copper property, a copper-silver exploration project located approximately 30 kilometers southeast of Cranbrook, British Columbia, in which Aeonian has a 100% interest.

For further information, please contact:

Andrew Randell, CEO and Director

Telephone: (604) 349 2090

**Forward Looking Statements:**

*The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties, including assumptions that the Final Bulletin will be issued. Although the Company considers these assumptions to be reasonable based on information currently available to them, they may prove to be incorrect, and the forward-looking statements in this news release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such risk factors may include, among others, the risk that the Final Bulletin is not issued by the TSXV and the risk that the trade of the Resulting Issuer Shares will not resume on the expected date. Although the Resulting Issuer believes that the expectations reflected in forward looking statements are reasonable, they can give no assurances that the expectations of any forward-looking statements will prove to be correct. Except as required by law, the Resulting Issuer disclaims any intention and assume no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.*

*The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.*