

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

**1. NAME AND ADDRESS OF COMPANY**

AbraPlata Resource Corp.  
303 - 750 West Pender Street  
Vancouver, BC  
V6C 2T7

**2. DATE OF MATERIAL CHANGE**

December 16, 2019.

**3. PRESS RELEASE**

The press release was issued on December 16, 2019 and was disseminated through the facilities of a recognized newswire services. A copy of the press release was filed on SEDAR.

**4. SUMMARY OF MATERIAL CHANGE**

Aethon receives final court order approving plan of arrangement with AbraPlata and announces security holder voting results.

**5. FULL DESCRIPTION OF MATERIAL CHANGE**

Toronto: December 16, 2019 - - Aethon Minerals Corp. (TSX.V:AET) ("**Aethon**" or the "**Company**") is pleased to announce that it has received a final order (the "**Final Order**") from the Ontario Superior Court of Justice (Commercial List) dated December 16, 2019 approving the previously announced plan of arrangement (the "**Arrangement**"), between Aethon and AbraPlata Resource Corp. (TSX.V:ABRA; OTCPK: ABBRF) ("**AbraPlata**"). Pursuant to the Arrangement, all of the issued and outstanding Aethon common shares will be exchanged on the basis of 3.75 AbraPlata common shares for each Aethon share.

Receipt of the Final Order follows Aethon's special meeting of shareholders held on December 12, 2019, where the Arrangement was overwhelmingly approved by 99.35% of the votes cast by its shareholders. Closing of the Arrangement remains subject to customary closing conditions, including the final approval of the TSX Venture

Exchange ("**TSX-V**"). Assuming the satisfaction or waiver of these remaining closing conditions, it is anticipated that the Arrangement will be completed on or about December 20, 2019, following which date Aethon will be delisted from the TSX-V.

**About Aethon Minerals**

Aethon Minerals is a mineral exploration company focused on creating shareholder value. Aethon has a large prospective land position along prolific mining belts located in northern Chile. Aethon

believes it is uniquely positioned for growth and is actively pursuing selective exploration-stage growth opportunities. Aethon is based in Toronto, Canada, and is listed on the TSX-V under the symbol "AET".

### **About AbraPlata**

AbraPlata is focused on exploring and advancing its flagship Diablillos silver-gold property. In addition, AbraPlata owns the highly prospective Cerro Amarillo property with its cluster of five mineralized Cu-(Mo-Au) porphyry intrusions located in a mining camp hosting the behemoth El Teniente, Los Bronces, and Los Pelambres porphyry Cu-Mo deposits. As well, AbraPlata is advancing Aguas Perdidas, its wholly owned Patagonia-style epithermal Au-Ag property. AbraPlata is based in Vancouver, Canada, and is listed on the TSX-V under the symbol "ABRA".

For further information please contact:

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### **6. RELIANCE OF SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-201**

Not applicable.

### **7. OMITTED INFORMATION**

No information has been intentionally omitted from this form.

### **8. EXECUTIVE OFFICER**

The name and business number of an officer of AbraPlata through whom an executive officer who is knowledgeable about the material change and this report may be contacted is:

Robert Bruggeman  
Interim Chief Executive Officer

Telephone: (416) 884-3556

### **9. DATE OF REPORT**

DATED this 16<sup>th</sup> day of December, 2019.