

**ATHENA GOLD CORPORATION**

**CERTIFIED COPY**

The undersigned, TYLER MINNICK, acting in my capacity as Chief Financial Officer of Athena Gold Corporation (the "Company"), and not in my personal capacity, hereby certify the following is a true copy of resolutions passed by the Board of Directors of the Company on March 23, 2026:

**"SHARE CONSOLIDATION**

WHEREAS pursuant to Section 54 of the *British Columbia Business Corporations Act* (the "BCBCA") and Section 9.1 of the Company's Articles, the Company may, by resolution of the Company's board of directors, consolidate all of the issued and outstanding common shares, without par value, in the capital of the Company.

BE IT RESOLVED THAT:

1. Subject to the approval of the Canadian Securities Exchange, all of the issued and outstanding common shares (the "Common Shares"), without par value in the capital of the Company be consolidated on the basis of every one (1) post-consolidated Common Share for every nine point nine (9.9) pre-consolidated Common Shares (the "Consolidation").
2. In accordance with Section 54 and Section 83 of the BCBCA, any fractional post-consolidated Common Shares resulting from the Consolidation be converted into whole post-consolidated Common Shares on the following basis:
  - (a) Every fractional post-consolidated Common Share that is less than one-half of one Common Share shall be cancelled; and
  - (b) Every fractional post-consolidated Common Share that is greater than or equal to one-half of one Common Share shall be changed into one whole Common Share.
3. The board of directors of the Company may, at any time prior to the effectiveness of the Consolidation, in the board's absolute discretion, determine not to proceed with the Consolidation, by resolution of the board of directors.
4. Any one director or officer of the Company is hereby authorized to do such further acts, and to execute and deliver such other documents and instruments as he may deem necessary or desirable to give effect to the foregoing resolutions."

CERTIFIED A TRUE COPY this 26 day of March, 2026.

Tyler Minnick  
Tyler Minnick  
Chief Financial Officer  
Athena Gold Corporation