

Form 51-102F3
MATERIAL CHANGE REPORT

- Item 1. Name and Address of Company
ABEN Resources Ltd.
Suite 1610 – 777 Dunsmuir Street, Vancouver, BC, V7Y 1K4
Telephone: (604) 687-3376
Fax: (604) 687-3119
- Item 2. Date of Material Change
July 10th, 2020
- Item 3. News Release

A news release was issued throughout Canada by wire service on **July 10th, 2020** and filed on SEDAR on that same day.
- Item 4. Summary of Material Change
Aben Closes Private Placement
- Item 5. Full Description of Material Change
See “Schedule A”
- Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

N/A
- Item 7. Omitted Information

None.
- Item 8. Executive Officer
James Pettit, President & CEO
Phone: (604) 687-3376
- Item 9. Date of Report
July 10th, 2020

SCHEDULE A



Suite 1610 – 777 Dunsmuir Street, Vancouver, BC, V7Y 1K4, CANADA

www.abenresources.com

TSX-V Trading Symbol: ABN
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NEWS RELEASE

July 10, 2020

Aben Closes Private Placement

Vancouver, BC -- Aben Resources Ltd. (TSX-V: **ABN) (OTCQB: **ABNAF**) (Frankfurt: **E2L2**) ("Aben" or "the Company")** is pleased to announce that it has completed a non-brokered private placement financing for total gross proceeds of \$1,046,300.04 (the "Private Placement"). The Company has issued 5,385,000 units (the "Units") at a price of CAD \$0.10 per Unit and 4,231,667 flow-through units (the "FT Units") at a price of CAD \$0.12 per FT Unit.

Each Unit is comprised of one common share and one warrant (a "Warrant"). Each FT Unit is comprised of one flow-through common share and one-half of one Warrant. Each Warrant will entitle the holder to purchase one common share for a period of two (2) years at a price of CAD \$0.15 per share.

In addition, the Company has paid finder's fees totaling \$56,056 and issued an aggregate 520,800 finder's warrants to arm's-length parties, with each finder's warrant bearing the same terms as the Warrants.

The Company intends to use the proceeds from this Private Placement for exploration activities and the upcoming drilling program at its Forrest Kerr Gold Project, British Columbia, as well as for general working capital purposes. The Private Placement is subject to final TSX Venture Exchange ("Exchange") approval and all securities issued are subject to a four-month-and-one-day hold period.

A portion of the Private Placement constitutes a "related party transaction" within the meaning of Exchange Policy 5.9 and Multilateral Instrument 61-101 -Protection of Minority Security Holders in Special Transactions ("MI 61-101") adopted in the Policy. The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61- 101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the Private Placement.

About Aben Resources:

Aben Resources is a Canadian gold exploration company developing gold-focused projects in British Columbia and the Yukon Territory. Aben is a well-funded junior exploration company with over \$1.0

million in the Company's treasury.

For further information on Aben Resources Ltd. (TSX-V: [ABN](#)), visit our Company's web site at www.abenresources.com

ABEN RESOURCES LTD.

"Jim Pettit"

JAMES G. PETTIT

President & CEO

For further information contact myself or:

Simon Dyakowski

Aben Resources Ltd.

Strategic Advisor

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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.

This release includes certain statements that may be deemed to be "forward-looking statements". All statements in this release, other than statements of historical facts, that address events or developments that management of the Company expects, are forward-looking statements. Although management 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 the forward-looking statements. The Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause actual results to differ materially from those in forward-looking statements, include market prices, exploration and development successes, continued availability of capital and financing, and general economic, market or business conditions. Please see the public filings of the Company at www.sedar.com for further information.