

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

February 24, 2026

Item 3 News Release

A news releases was issued and disseminated on February 24, 2026 and filed on SEDAR (www.sedar.com).

Item 4 Summary of Material Change

February 24, 2026 – Ximen Mining Corp. (TSX.v: XIM) (FRA: 1XMA) (OTCQB: XXMMF) (the “Company” or “Ximen”) announces that it has closed the private placement previously announced on December 29, 2025. The private placement consisted of 2,940,000 units at a price of \$0.05 per unit for gross proceeds of \$147,000. Each Unit consists of one common share and one transferable common share purchase warrant. Each whole warrant will entitle the holder to purchase, for a period of 18 months from the date of issue, one additional common share of the Issuer at an exercise price of \$0.10 per share

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 February 24, 2026

Schedule “A”

Vancouver, B.C., February 24, 2026 – Ximen Mining Corp. (TSX.v: XIM) (FRA: 1XMA) (OTCQB: XXMMF) (the “Company” or “Ximen”) announces that it has closed the private placement previously announced on December 29, 2025. The private placement consisted of 2,940,000 units at a price of \$0.05 per unit for gross proceeds of \$147,000. Each Unit consists of one common share and one transferable common share purchase warrant. Each whole warrant will entitle the holder to purchase, for a period of 18 months from the date of issue, one additional common share of the Issuer at an exercise price of \$0.10 per share.

All securities issued in connection with the placement closing will be subject to a hold period expiring on June 24, 2026.

The net proceeds from the Offering will be used by the Company for exploration expenses on the Company’s British Columbia mineral properties and general working capital. The closing of the private placement financing is subject to final TSX-V approval.

The Company paid a cash commission of \$1,050 to Ventum Financial and issued 21,000 finder warrants. The Company also paid a cash commission of \$600.00 to Canaccord Genuity Corp. and issued 12,000 finder warrants. The finder warrants issued have the same terms as the private placement warrants.

Christopher Anderson a director and/or officer of the Company, participated in the Offering constituting a related party transaction pursuant to TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company relied on section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101 as the fair market value of the transaction did not exceed 25% of the Company’s market capitalization.

The Company further announces that it has arranged a non-brokered private placement of 7 million units at a price of \$0.05 per unit for gross proceeds of \$350,000. Each Unit consists of one common share and one transferable common share purchase warrant. Each whole warrant will entitle the holder to purchase, for a period of 18 months from the date of issue, one additional common share of the Issuer at an exercise price of \$0.10 per share.

A finder's fee may be paid to eligible finders in accordance with the TSX Venture Exchange policies. All securities issued pursuant to the offering will be subject to a hold period of four months and one day from the date of closing. The offering and payment of finders' fees are both subject to approval by the TSX-V. There is no material fact or material change of the Company that has not been generally disclosed.

The net proceeds from the Offering will be used by the Company for exploration expenses on the Company’s British Columbia mineral properties and general working capital.

Directors, officers or other insiders of the Company may participate in the foregoing offerings, and such parties may sell securities of the Company owned or controlled by them personally through the facilities of the TSX Venture Exchange to finance participation in such offerings.

*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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