FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Aztec Minerals Corp. (the “**Company**”)
Suite 1610-777 Dunsmuir Street
Vancouver, BC, V7Y 1K4

2. Date of Material Change

February 16, 2024.

3. News Release

A news release was issued and disseminated on February 16, 2024 through a newswire distribution service and filed on SEDAR. A copy of the news release is attached hereto as Schedule “A”.

4. Summary of Material Change

The Company closed a non-brokered private placement financing (the “**Private Placement**”) of 7,333,333 units (the “**Units**”) at a price of $0.15 per Unit for aggregate gross proceeds of $1,100,000. Each Unit consists of one common share of the Company and one common share purchase warrant (the “**Warrants**”). Each Warrant entitles the holder to purchase one common share of the Company at a price of $0.225 per share (each, a “**Warrant Share**”) for a period of three years following the date of issuance.

5. Full Description of Material Change

5.1 Full Description of Material Change:

A news release was issued and disseminated on February 16, 2024 through a newswire distribution service and filed on SEDAR. A copy of the news release is attached hereto as Schedule “A”.

Two insiders of the Company (the “**Insider Placees**”) purchased a total of 283,333 Units under the Private Placement, which constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Insider Placees and their common share positions before and after completion of the Private Placement are as follows:

Insider Placee	Common Shares Owned Prior to the Private Placement	Common Shares Acquired under the Private Placement	Common Shares Owned After the Private Placement	Percentage of Common Shares After the Private Placement[(1)]	Number of Common Shares Owned After the Private Placement (Diluted)[(2)]	Percentage of Common Shares After the Private Placement (Diluted)[(3)]
Simon Dyakowski President, CEO & Director	2,230,000	183,333	2,413,333	2.21%	2,596,666	2.38%
Blaine Bailey CFO	Nil	100,000	100,000	<1%	200,000	<1%

Notes:

(1) Based on issued and outstanding common shares of the Company on an undiluted basis after completion of the Private Placement.

(2) Includes Warrant Shares issuable to the Insider Placee, but excludes common shares underlying other outstanding convertible securities of the Company held by the Insider Placee.

(3) Based on issued and outstanding common shares of the Company on a partially diluted basis taking into account the Warrant Shares issuable to the Insider Placee, but excluding common shares underlying other outstanding convertible securities of the Company.

The Insider Placees participated in the Private Placement for investment purposes. The Insider Placees' subscriptions contributed $42,500 of gross proceeds to the Company under the Private Placement. The Insider Placees entered into subscription agreements with the Company that contain customary terms and in the same form that was entered into by other subscribers under the Private Placement.

The Company has relied on the exemptions from the formal valuation and minority approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101 in respect of related party participation in the Private Placement on the basis that neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the subscriptions for Units by the Insider Placees exceeded 25% of the Company's "market capitalization" (as calculated for the purposes of MI 61-101). This material change report is not being filed more than 21 days prior to closing the Private Placement as the details of the participation of the Insider Placees had not been confirmed at that time.

5.2 Disclosure for Restructuring Transactions:

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this material change report is:

Simon Dyakowski, President, CEO & Director
Tel: (604) 685-9770
Email: info@aztecminerals.com

9. Date of Report

February 16, 2024.

SCHEDULE “A”

[see attached]

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Aztec Minerals Closes Private Placement

***News Release - Vancouver, Canada – February 16, 2024* - Aztec Minerals Corp. (AZT: TSX-V, OTCQB: AZZTF)** ("**Aztec**" or the "**Company**") announces that it has closed a non-brokered private placement (the "**Private Placement**") of 7,333,333 units (the "**Units**") at a price of CAD$0.15 per Unit for aggregate gross proceeds of CAD$1,100,000. Each Unit is comprised of one common share of the Company and one transferable common share purchase warrant (the "**Warrants**"). Each Warrant is exercisable to purchase one common share of the Company at a price of CAD$0.225 per share for a period of three years from the date of issuance. No finder's fees were payable with respect to the Private Placement.

Two insiders of the Company subscribed for a total of 283,333 Units for aggregate gross proceeds of $42,500 under the Private Placement. Participation by the insiders constitutes a related party transaction as defined under Multilateral Instrument 61-101 ("**MI 61-101**"). The Company is relying on the exemptions from the 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, as the fair market value of the participation in the Private Placement by insiders does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

The Company intends to use the proceeds of the Private Placement for exploration activities on its Tombstone gold-silver & CRD silver-lead-zinc-copper-gold project in Arizona, USA and for general working capital purposes.

All securities issued under the Private Placement are subject to a statutory hold period of four months and one day from the closing date in accordance with applicable Canadian securities laws.

About Aztec Minerals – Aztec is a mineral exploration company focused on two emerging discoveries in North America. The Cervantes project is an emerging porphyry gold-copper discovery in Sonora, Mexico. The Tombstone project is an emerging gold-silver discovery with high grade CRD silver-lead-zinc potential in southern Arizona. Aztec's shares trade on the TSX-V stock exchange (symbol AZT) and on the OTCQB (symbol AZZTF).

Contact Information - For more information, please contact:
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United States Securities Act of 1933, as amended (the "**1933 Act**") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

Forward-Looking Statements

This news release contains "forward-looking information or statements" within the meaning of applicable securities laws, which may include, without limitation, the Private Placement and use of proceeds, other statements relating to the technical, financial and business prospects of the Company and other matters. All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, 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 may differ materially from those in the forward-looking statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including the price of metals, the ability to achieve its goals, the ability to secure equipment and personnel, that general business and economic conditions will not change in a material adverse manner and that financing will be available if and when needed and on reasonable terms. Such forward-looking information reflects the Company's views with respect to future events and is subject to risks, uncertainties and assumptions, including those filed under the Company's profile on SEDAR+ at sedarplus.ca. Factors that could cause actual results to differ materially from those in forward looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, adverse weather/climate conditions, equipment failures, access to personnel and equipment, decrease in the price of gold, copper, silver, and other metals, failure to maintain all necessary government permits, approvals and authorizations, failure to maintain community acceptance, increase in costs, litigation, and failure of counterparties to perform their contractual obligations. The Company does not undertake to update forward-looking statements or forward-looking information, except as required by law.