

AMENDMENT NO. 1 TO AMENDED AND RESTATED AMALGAMATION AGREEMENT

THIS AMENDMENT NO. 1 (this "**Amendment**") is made effective the 3rd day of January, 2025.

AMONG:

AEONIAN RESOURCES LTD., a company incorporated under the laws of the Province of British Columbia

("Aeonian")

AND:

ALTINA CAPITAL CORP., a company incorporated under the laws of the Province of British Columbia

("Altina")

AND:

1472748 B.C. LTD., a company incorporated under the laws of the Province of British Columbia

("Newco")

WHEREAS:

A. Aeonian, Altina and Newco have previously entered into an amended and restated amalgamation agreement dated November 15, 2024 (the "**Previous Agreement**"); and

B. the parties wish to amend and restate the Previous Agreement in order to amend the terms of the transactions contemplated thereunder through the entry into of this Agreement.

THEREFORE this Agreement witness that in consideration of the mutual covenants and agreements herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. AMENDMENT

The words "December 31, 2024" in Section 5.1 of the Previous Agreement are hereby deleted and replaced with "February 15, 2025".

2. INTERPRETATION

Any capitalized terms used in this Amendment and not otherwise defined herein shall have the same meanings ascribed to them under the Previous Agreement.

3. FURTHER ASSURANCES

The Parties agree to do such further things and execute such further documents as may be required to give effect to this Amendment.

4. GOVERNING LAW

This Amendment shall be governed, including as to validity, interpretation and effect, by the laws of the Province of British Columbia and the laws of Canada applicable therein.

5. PREVIOUS AGREEMENT REMAINS IN EFFECT

Except as specifically amended by this Amendment, all other terms and conditions of the Previous Agreement (including the exhibits and schedules attached thereto) shall remain in full force and unchanged. On and after the date hereof, each reference to the Previous Agreement, as amended by this Amendment, and each reference to the Previous Agreement in any other agreement, certificate, document or instrument relating thereto, shall mean and refer to the Previous Agreement as amended.

6. COUNTERPARTS

This Amendment may be executed in two or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument. The Parties shall be entitled to rely upon delivery of an executed electronic copy of this Amendment, and such executed electronic copy shall be legally effective to create a valid and binding agreement between the Parties.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF the Parties have caused this Amendment to be executed as of the date first written above by their respective officers thereunto duly authorized.

ALTINA CAPITAL CORP.

/s/ Mirza Rahimani

per: _____

Name: Mirza Rahimani

Title: Chief Executive Officer

1472748 B.C. LTD.

/s/ Mirza Rahimani

per: _____

Name: Mirza Rahimani

Title: Director

AEONIAN RESOURCES LTD.

/s/ Andy Randell

per: _____

Name: Andy Randell

Title: Chief Executive Officer