ATHENA GOLD CORP

Reported by

POWER JOHN C /CA/

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/29/26 for the Period Ending 09/07/26

Telephone	707-291-6198
CIK	0001304409
Symbol	AHNRF
SIC Code	1040 - Gold And Silver Ores
Industry	Integrated Mining
Sector	Basic Materials
Fiscal Year	12/31

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
POWER JOHN C /CA/ (Last) (First) (Middle) **C/O ATHENA GOLD CORPORATION SUITE 204, 1497 MARTIN ST.** (Street) **WHITE ROCK BRITISH COLUMBIA V4B3WB** (City) (State) (Zip/Postal Code) **BRITISH COLUMBIA, CANADA** (Country)	**ATHENA GOLD CORP [AHNRF]** 3. Date of Earliest Transaction (MM/DD/YYYY) **9/7/2026** 4. If Amendment, Date Original Filed (MM/DD/YYYY)	__X__ Director _____ 10% Owner __X__ Officer (give title below) _____ Other (specify below) **Secretary** 6. Individual or Joint/Group Filing (Check Applicable Line) _X _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock								**12,500** (1)	**I**	**Through John Power 401(k)**
Common Stock								**1,268,611** (1)	**D**	
Common Stock								**14,500**	**I**	**John and Paula Power, JT**

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date: Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4): Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock Options	**$0.792** (2)							**10/15/2022**	**10/12/2032**	**Common Stock**	**50,505** (1)		**50,505**	**D**	
Common Stock Warrants	**$1.188** (3)(5)							**10/25/2024**	**10/25/2027**	**Common Stock**	**29,798** (1)		**29,798**	**D**	
Common Stock Warrants	**$0.841** (4)							**12/3/2024**	**12/3/2027**	**Common Stock**	**8,500** (1)		**8,500**	**D**	
Common Stock Options	**$0.594** (5)							**3/19/2026**	**3/19/2036**	**Common Stock**	**40,808** (1)		**40,808**	**D**	
Common Stock Options	**$0.24** (6)	**9/7/2026**		**A**		**150,000**		**9/7/2026**	**9/7/2036**	**Common Stock**	**150,000**	**$0.24** (6)	**150,000**	**D**	

Explanation of Responses:

(1) Number of Shares edited to reflect a 1-for-9.9 reverse stock split on April 2, 2026.

(2) The exercise price reflects an exercise price of CAN $0.08 multiplied by 9.9 to reflect a 1-for-9.9 reverse stock split on April 2, 2026.

(3) The exercise price reflects an exercise price of CAN $0.12 multiplied by 9.9 to reflect a 1-for-9.9 reverse stock split on April 2, 2026.

(4) The exercise price reflects an exercise price of CAN $0.12 multiplied by 9.9 to reflect a 1-for-9.9 reverse stock split on April 2, 2026.

(5) The exercise price reflects an exercise price of CAN $0.06 multiplied by 9.9 to reflect a 1-for-9.9 reverse stock split on April 2, 2026.

(6) The exercise price reflects an exercise price of CAN $0.34.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POWER JOHN C /CA/ C/O ATHENA GOLD CORPORATION SUITE 204, 1497 MARTIN ST. WHITE ROCK BRITISH COLUMBIA V4B3WB BRITISH COLUMBIA, CANADA	**X**		**Secretary**	

Signatures

/s/ John C. Power	**9/29/2026**
**Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

* Form 4: SEC 1474 (03-26).