

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Beyond Oil Ltd.
(the “**Company**”)
1208 Rosewood Crescent
Vancouver, British Columbia
V7P 1H4

Item 2 Date of Material Change

January 24, 2024

Item 3 News Release

A news release announcing the material change was disseminated on January 25, 2024 through the facilities of Accesswire and was subsequently filed on SEDAR at www.sedar.com.

Item 4 Summary of Material Change

On October 23, 2023, the Company announced that, further to the news releases dated October 6, 2023 and October 23, 2023, it has closed the second and final tranche (the “**Second Tranche**”) of its non-brokered private placement. In the Second Tranche, the Company issued 2,688,668 units (each, a “**Unit**”) at a price of C\$0.75 per Unit, for gross proceeds of C\$2,016,501.00.

Item 5 Full Description of Material Change

Please refer to the Company’s news release dated January 24, 2024, which is attached as Schedule “A” to this Material Change Report.

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

For further information, please contact Jonathan Or, Chief Executive Officer of the Company, at 1-647-691-9801.

Item 9 Date of Report

January 30, 2024.

Schedule “A”
News Release



**Beyond Oil Closes Final Tranche of Non-Brokered Private Placement
With Lead Order from West Coast Reduction Ltd.**

A Total of C\$2,635,642.50 has Been Raised at C\$0.75 per Unit in the Offering

VANCOUVER, B.C. and KIBBUTZ YIFAT, ISRAEL / ACCESSWIRE / January 25, 2024 – Beyond Oil Ltd. (CSE: BOIL) (OTCQB: BEOLF) (“**Beyond Oil**” or the “**Company**”), a food-tech innovation company extending the life of frying oil, reducing costs, waste and health risks, is pleased to announce that, further to the news releases dated October 6, 2023 and October 23, 2023, it has closed the second and final tranche (the “**Second Tranche**”) of its non-brokered private placement (the “**Offering**”).

In the Second Tranche, the Company issued 2,688,668 units (each, a “**Unit**”) at a price of C\$0.75 per Unit, for gross proceeds of C\$2,016,501.00. Further to the news release dated January 18, 2024, Beyond Oil secured a lead order in the Second Tranche from an affiliate of West Coast Reduction Ltd., its strategic partner in North America and exclusive distributor in Canada.

With the closing of C\$619,141.50 in the first tranche of the Offering in October 2023, the Company has issued an aggregate of 3,514,190 Units pursuant to the Offering, for gross proceeds of C\$2,635,642.50.

Each Unit has a purchase price of C\$0.75 per Unit, which are comprised of one common share of the Company (each, a “**Share**”) and one half of one share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant will be exercisable for one Share (a “**Warrant Share**”) at a price of C\$1.25 per Warrant Share for a period of one year after the closing date of the Second Tranche.

This successful funding further positions Beyond Oil for its strategic objectives, contributing to its ongoing innovation and growth initiatives in the food-tech industry. The net proceeds raised from the Offering will to be used for general corporate purposes. All securities issued pursuant to the Second Tranche will be subject to a hold period of four months and one day from the date of issuance.

Grant of Stock Options

Furthermore, the board of directors of the Company has approved the grant of options to acquire an aggregate of 1,123,294 Shares (the “**Options**”) at an exercise price of C\$0.75 of which 23,294 were issued to directors (the “**Director Options**”) and 1,100,000 were issued to new consultants and advisors (the “**Consultant Options**”).

All of the Director Options vest on January 24, 2024 (the “**Grant Date**”). 350,000 of the Consultant Options are time vested options and vest as follows: (a) 133,334 on the Grant Date; (b) 33,333 vesting 6 months after the Grant Date; (c) 108,333 vesting 12 months after the Grant Date; and (d) an additional 75,000 vesting 18 months after the Grant Date.

750,000 of the Consultant Options have performance-based vesting terms, which are contingent on the Company reaching certain revenue and EBITDA targets, as well as the Company entering into certain

commercial contracts with distributors and other customers. All the Options expire ten years from the Grant Date.

Product Highlights

Frying Oils Recovery: Extensive testing indicates that the Beyond Oil Product extends the usable life of frying oil, improves product quality, and reduces frying oil costs. As a preferential adsorbent, the product reduces and prevents the formation of harmful components such as Free Fatty Acids ("FFA"), Total Polar materials ("TPM"), acrylamide, polycyclic aromatic hydrocarbons ("PAHs"), trans fats, and other impurities, ensuring frying oil stays fresh and fried food tastes fantastic.

Patent Protected: The Company also has a portfolio of registered and patent-pending solutions that extend the shelf-life of produced and used vegetable oils.

Potential Cost-Savings: One of Beyond Oil's unique value propositions is that it can dramatically lower costs for quick-service restaurants by significantly extending the useful life of the oil while meeting food quality and safety requirements. For more information on how the Beyond Oil Product extends the life of frying oil, see the Company's [news release](#) dated December 12, 2022.

Distribution Ready: The Company received a non-objection letter from the US Food & Drug Administration ("FDA") in March 2022, on the basis that all the Beyond Oil Product ingredients meet food-grade specifications of the FDA. In May 2022, Beyond Oil received a non-objection letter from Health Canada and a National Sanitation Foundation certification. Beyond Oil is legally permitted to sell its product into the Israeli market according to the processing-aid and filtering-aid regulations.

How the Beyond Oil Product Works

The Beyond Oil Product integrates into the existing filtration systems of both commercial and industrial fryers. The combination of active filtration by the powder and passive filtration by the filter and filtration machine ensures the best results by removing other degradation particles. The powder remains on the filter and creates an additional layer which provides the microfiltration benefit.

About Beyond Oil Ltd.

Beyond Oil is an innovative food-tech company dedicated to transforming the way we consume and produce food. We provide sustainable solutions for the food industry, prioritizing environmental protection and the well-being of its workers and customers. Our innovative solutions help reduce costs for our partners and clients while ensuring responsible and eco-friendly practices. We are committed to environmental responsibility, minimizing the carbon footprint of the food industry on our planet. By implementing cutting-edge techniques, we deliver a healthier final product by reducing the formation of carcinogenic substances in fried food. Our vision is to create a more sustainable future where food safety, cost efficiency, and environmental consciousness come together seamlessly. For more information, visit our website at: www.beyondoil.co.

Contacts

Jonathan Or
CEO and Co-founder
info@beyondoil.co

Caroline Sawamoto
Investor Relations
1-647-691-9801
ir@beyondoil.co

Forward Looking Statement and Information

The Canadian Securities Exchange has in no way passed upon the merits of the Company and has neither approved nor disapproved the contents of this press release. Neither the Canadian Securities Exchange nor the Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release. This press release contains “forward-looking statements” within the meaning of the securities laws. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates” and similar expressions or variations of such words are intended to identify forward-looking statements. Forward-looking statements are not historical facts, and are based upon management’s current expectations, beliefs and projections, many of which, by their nature, are inherently uncertain. Such expectations, beliefs and projections are expressed in good faith. However, there can be no assurance that management’s expectations, beliefs and projections will be achieved, and actual results may differ materially from what is expressed in or indicated by the forward-looking statements. In addition, we cannot assure that any patent will be issued as a result of a pending patent application or, if issued, whether it will be issued in a form that will be advantageous to us. Forward-looking statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the forward-looking statements. For a more detailed description of the risks and uncertainties affecting the Company, reference is made to the Company’s reports filed from time to time at sedarplus.ca. Forward-looking statements speak only as of the date the statements are made. The Company assumes no obligation to update forward-looking statements to reflect actual results, subsequent events or circumstances, changes in assumptions or changes in other factors affecting forward-looking information except to the extent required by applicable securities laws. If the Company does update one or more forward-looking statements, no inference should be drawn that the Company will make additional updates with respect thereto or with respect to other forward-looking statements. References and links to websites have been provided as a convenience, and the information contained on such websites is not incorporated by reference into this press release. The Company is not responsible for the contents of third-party websites.