

Form 51-102F3
Material Change Report

1. **Name and Address of Company**

Benjamin Hill Mining Corp. (the “Company”)
1050 – 12471 Horseshoe Way
Richmond, B.C. V7A 4X6

2. **Date of Material Change**

January 31, 2022

3. **News Release**

A press release was issued on January 31, 2022 and disseminated through Market News and Stockwatch.

4. **Summary of the Material Change**

Benjamin Hill Mining Corp. Completes Debt Settlement Transactions

5. **Full Description of the Material Change**

Vancouver, British Columbia (January 31, 2022) - Benjamin Hill Mining Corp. (CSE: BNN) (OTCBB: BNNHF) (“BHM” or the “Company”) is pleased to announce that it has completed its over-subscribed private placement previously announced December 17, 2021. The offering totals 6,034,989 units of the Company (the “Units”) at a price of \$0.35 CAD per Unit (the “Offering”) for gross proceeds of \$2,112,246.15. The securities issued in the Offering are subject to a hold period of four months and one day from the closing date, expiring May 28, 2022.

The Company paid cash finder’s fees equal to \$55,020 CAD and issued 157,200 broker warrants, exercisable any time on or before January 27, 2024 to acquire the same number of shares at an exercise price of \$0.50 CAD.

The Company will use the proceeds of the financing carry out work on the inaugural +8000m diamond drill program at the Sonora property and provide general working capital.

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51 – 102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

Cole McClay,
CEO and Director
Email: info@mojavegoldcorp.com

9. **Date of Report**

January 31,
2022