

FORM 51-102F3
Material Change Report

Item 1 Name and Address of Company

Benjamin Hill Mining Corp. (the "**Company**")
1050 - 12471 Horseshoe Way
Richmond, British Columbia V7A 4X6

Item 2 Date of Material Change

April 14, 2022 and July 14, 2022

Item 3 Date of News Release

The Company disseminated the news release on April 14, 2022, via Market News and Stockwatch and filed it via SEDAR on April 19, 2022 with the British Columbia, Alberta and Ontario Securities Commissions

Item 4 Summary of Material Change

The Company entered into an investor relations agreement with Pacificquest Communications Corp. ("**Pacificquest**") for a term of one year and granted 200,000 options to Pacificquest as well as an aggregate of 100,000 options to other contractors. The options are exercisable into shares of the Company at \$0.50 per share for a period of three years subject to quarterly vesting of 25% over a period of one year.

Subsequent to the April 14, 2022 news release, on July 14, 2022, the Company and Pacificquest have mutually agreed to temporarily halt investor relations activities provided by Pacificquest until further notice. In connection with this the parties have agreed that all options granted, but not yet vested, will continue to vest only upon resuming the investor relations activities.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated April 14, 2022, which is available at www.sedar.com.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Cole McClay, CEO and Director, (604) 683-3995
Email: cole@benjaminhillmining.com

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 18th day of July, 2022.

BENJAMIN HILL MINING CORP.

"Cole McClay"

Per: Cole McClay