

**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

November 1, 2023

Item 3 Date of News Release

The Company disseminated the news release on November 2, 2023, via Newsfile and filed it via SEDAR with the British Columbia, Alberta and Ontario Securities Commissions.

Item 4 Summary of Material Change

The Company announced that 3,900,000 stock options have been issued to management and consultants as follows: 2,600,000 were issued to management with an exercise price of \$0.26 per share with a five year term, and 1,300,000 options were issued to consultants with an exercise price of \$0.26 per share with a two year term.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated November 2, 2023, which is available at www.sedarplus.ca.

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 2nd day of November, 2023

BENJAMIN HILL MINING CORP.

"Cole McClay"

Per: Cole McClay