

**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

July 14, 2023 and November 1, 2023

Item 3 Date of News Release

The Company disseminated the news releases via Newsfile and filed it via SEDAR with the British Columbia, Alberta and Ontario Securities Commissions, on May 9, 2023, June 29, 2023 and July 14, 2023 with respect to the private placement of units closed on July 14, 2023 and on October 24, 2023 and November 2, 2023 with respect to the private placement of flow-through units and non-flow-through units.

Item 4 Summary of Material Change

The Company announced that it has completed non-brokered private placement of 3,349,999 units, at a price of \$0.12 per unit for total proceeds of \$401,999.88.

The Company announced that it has completed non-brokered private placements of 2,480,000 flow-through units, at a price of \$0.25 per flow-through unit for total proceeds of \$620,000 and of 840,000 units, at a price of \$0.25 per unit for total proceeds of \$2100,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news releases dated May 9, 2023, June 29, 2023, July 14, 2023, October 24, 2023 and November 2, 2023, which are 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 20th day of March, 2024

BENJAMIN HILL MINING CORP.

"Cole McClay"

Per: Cole McClay