

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

- Item 1.**      **Name and Address of Company**  
Lexston Mining Corporation (the “Company” or “Lexston”)  
Suite 780 – 789 W. Pender Street, Vancouver, BC V6C 1H2
- Item 2.**      **Date of Material Change**  
May 15, 2024.
- Item 3.**      **News Release**  
A news release was sent for dissemination and was filed under the Company’s profile on [www.sedarplus.ca](http://www.sedarplus.ca) and on the website of the Canadian Securities Exchange on May 15, 2024.
- Item 4.**      **Summary of Material Change**  
  
The Company closed a non-brokered private placement of \$419,960 through the issuance of 6,999,333 units at a price of \$0.06 per unit. Each unit consists of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase one common share at a price of \$0.08 for two years from the date of issuance and will expire on May 15, 2026.
- Item 5.**      **Full Description of Material Change**
- Item 5.1**      **Full Description of Material Change**  
  
Please see the news release of the Company attached to this report as Schedule “A”.
- item 5.2**      **Disclosure for Restructuring Transactions**  
Not Applicable.
- Item 6.**      **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**  
Not applicable.
- Item 7.**      **Omitted Information**  
The undersigned is aware of no information of a material nature that has been omitted.
- Item 8.**      **Executive Officer**  
Mr. Jagdip Bal, CEO & Director of the Company, is knowledgeable about the material change and this report. He can be contacted at (604) 928-8913.
- Item 9.**      **Date of Report**  
  
Dated May 15, 2024.

**Schedule "A"**

**News Release**



**LEXSTON**  
MINING CORPORATION

## News Release

### Lexston Mining Corporation Closes Private Placement

Vancouver, British Columbia, May 15, 2024. Lexston Mining Corporation (the “**Company**” or “**Lexston**”) (CSE: LEXT) (OTC: LEXTF) (Frankfurt: W5G) is pleased to announce that further to its news release dated April 26, 2024, it closed a non-brokered private placement of \$419,960 through the issuance of 6,999,333 units at a price of \$0.06 per unit (the “**Private Placement**”). Each unit consists of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase one common share at a price of \$0.08 for two years from the date of issuance and will expire on May 15, 2026. The Private Placement was oversubscribed by \$19,960.

Company’s directors Jagdip Bal, Clinton Sharples and Jatinder J. Manhas participated in in the Private Placement and purchased a total of 1,973,334 units.

The Company paid finder’s fee consisting of 8% cash and 8% broker warrants from raised proceeds as follows: \$3,840 cash and 64,000 broker warrants to Haywood Securities Inc., \$5,997 cash and 93,280 broker warrants to Raymond James Ltd, and \$1,200 cash and 20,000 broker warrants to SCP Resources Finance LP.

All securities issued pursuant to the Private Placement are subject to a four-month statutory hold period until September 16, 2024.

The Company plans to use the proceeds of the Private Placement for general working capital and exploration of mineral properties.

#### **About Lexston Mining Corporation**

The Company is a Canadian mineral exploration company, focused on the acquisition and development of mineral projects, with the objective to enhance value to all its stakeholders. The Company has mineral exploration projects in British Columbia and Nunavut, Canada.

#### **On Behalf of the Board of Directors**

LEXSTON MINING CORPORATION

Jagdip Bal  
Chief Executive Officer  
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*The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.*

### **Forward-looking statements**

*This news release contains "forward-looking information" under applicable Canadian securities legislation. Such forward-looking information reflects management's current beliefs and are based on a number of estimates and/or assumptions made by and information currently available to the Company that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors that may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information. Readers are cautioned that such forward-looking information are neither promises nor guarantees and are subject to known and unknown risks and uncertainties including, but not limited to, general business, economic, competitive, political and social uncertainties, uncertain and volatile equity and capital markets, lack of available capital, actual results of exploration activities, environmental risks, future prices of base and other metals, operating risks, accidents, labour issues, objections by aboriginal people, delays in obtaining governmental approvals and permits, obtaining consents of aboriginal people and other risks in the mining industry.*

*These statements include but are not limited to obtaining financing, exploration permits, exploration of properties for minerals, liquidity of the common shares of the Company and future financings of the Company. These statements reflect management's current estimates, beliefs, intentions, and expectations. They are not guarantees of future performance. The Company cautions that all forward-looking statements are inherently uncertain and that actual performance may be affected by many material factors, many of which are beyond the Company's control. Such factors include, among other things: risks and uncertainties relating to the acquisition of new properties, liquidity of the common shares of the Company, financings, the market valuing the Company in a manner not anticipated by management of the Company. Accordingly, actual and future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. Except as required under applicable securities legislation, the Company does not undertake to publicly update or revise forward-looking information.*

*The Company is presently an exploration stage company. Exploration is highly speculative in nature, involves many risks, requires substantial expenditures, and may not result in the discovery of mineral deposits that can be mined profitably. Furthermore, the Company currently has no reserves on its properties. As a result, there can be no assurance that such forward-looking statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements.*

