

BEYOND MINERALS INC.
MATERIAL CHANGE REPORT
FORM 51-102F3

Item 1. **Name and Address**

Beyond Minerals Inc. (the “Company”)
3000-360 Main Street
Winnipeg, Manitoba R3C 4G1

Item 2. **Date of Material Change**

April 12, 2022 (the “Closing Date”)

Item 3. **News Release**

The attached news release describes the material change and was disseminated on April 12, 2022.

Item 4. **Summary of Material Change**

The Company announced that it completed its initial public offering of 3,000,000 common shares in the capital of the Company at a price of \$0.15 per share for gross proceeds of \$450,000. The common shares of the Company were approved for listing on the Canadian Securities Exchange on April 7, 2022 and began trading on April 13, 2022 under the symbol “BY”.

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

See the attached news release dated April 12, 2022.

Item 6. **Reliance on subsection 7.1 (2) of National Instrument 51-102**

Not applicable.

Item 7. **Omitted Information**

No information has been omitted in respect of this material change.

Item 8. **Executive Officer**

Inquiries in respect of this material change report may be made to:

Craig Gibson
President and CEO
Tel: (33) 1653-1535 / Email: craig.gibson@beyondminerals.ca

Item 9. **Date of Report**

April 14, 2022.

SCHEDULE A
NEWS RELEASE
(See attached)



**BEYOND MINERALS COMPLETES INITIAL PUBLIC OFFERING AND LISTS ON
THE CANADIAN SECURITIES EXCHANGE**

**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION
IN THE UNITED STATES**

Winnipeg, Manitoba, April 12, 2022 – Beyond Minerals Inc. (the “**Company**” or “**Beyond Minerals**”) (CSE:BY) is pleased to announce that on April 12, 2022 it completed its initial public offering (the “**IPO**”) of 3,000,000 common shares in the capital of the Company at a price of \$0.15 per share for gross proceeds of \$450,000.

The net proceeds from the IPO will be used for working capital purposes and to carry out exploration of the Company’s Eastchester-Fabie property (the “**Property**”) located approximately 35 kilometres northwest of the City of Rouyn-Noranda, in the province of Quebec.

Haywood Securities Inc. acted as agent (the “**Agent**”) for the IPO. The Agent received a cash commission of \$33,750 equal to 7.5% of the gross proceeds of the IPO and a corporate finance fee of \$25,000, of which, \$12,500 was paid in cash and \$12,500 was paid by the issuance to the Agent of 83,333 common shares of the Company. Additionally, the Company granted the Agent and its selling group, compensation options entitling the holder to purchase an aggregate of 225,000 common shares of the Company at a price of \$0.15 per share, exercisable on or prior to April 12, 2024.

The common shares of the Company were approved for listing on the Canadian Securities Exchange on April 7, 2022 and are expected to begin trading on April 13, 2022 under the symbol “**BY**”.

The officers and directors of the Company are:

Craig Gibson, B.S., M.S., Ph.D, CPG (President, CEO, and Director), co-founder of ProDeMin based in Guadalajara, Mexico, a consulting firm providing a broad spectrum of exploration related services to the mining industry; director and senior officer of Prismo Metals Inc.; and director of Garibaldi Resources Inc. Dr. Gibson is a Certified Professional Geologist of the American Association of Professional Geologists and is a Qualified Person under National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*.

Carmelo Marrelli, B. Comm, CPA, CA, CGA (CFO), principal of the Marrelli Group, comprising Marrelli Support Services Inc., DSA Corporate Services Inc., DSA Filing Services Limited, Marrelli Press Release Services Limited, Marrelli Escrow Services Inc. and Marrelli Trust Company Limited. The Marrelli Group has delivered accounting, corporate secretarial and regulatory compliance services to listed companies on various exchanges for over twenty years.

Tom Provost, B.A., LL.B./B.C.L. (Corporate Secretary and Director), partner and lawyer at MLT Aikins LLP in Winnipeg, Manitoba focused in corporate finance, securities, mining,

corporate/commercial law, mergers and acquisitions, restructuring, corporate governance, and regulatory compliance. He received his law degrees from McGill University and was called to the Quebec Bar in 2012 and to the Manitoba Bar in 2017.

Wanda Cutler, B.Soc.Sc. (Director), President of Cutler McCarthy, a capital markets consulting firm that provides strategic advisory services in marketing and communications to multiple junior mining companies, investment companies, and alternative energy companies, and director of BMEX Gold Inc., TomaGold Corporation, and Vanstar Mining Resources Inc.

Richard Patricio, LL.B., (Director), President and CEO of Mega Uranium Ltd., former CEO of Pinetree Capital Ltd., former lawyer at Osler LLP in Toronto, Ontario, and director of NexGen Energy Ltd., Iso Energy Ltd., Sterling Metals Corp., Toro Energy Limited, Sixty Six Capital Inc., and Mindset Pharma Inc. He received his law degree from Osgoode Hall and was called to the Ontario Bar in 2000.

James Campbell (Director), recently retired mining prospector and aviation executive, a former director and current advisory board member of Gossan Resources Limited, founding partner of Perimeter Airlines Ltd. and Campbell Air Limited, and director of the Manitoba Prospectors and Developers Association Inc.

Jean-François Meilleur, B.B.A. (Director), President and co-owner of Paradox Public Relations, President and a director of the Quebec Precious Metals Corporation, and managing partner of P.E. Partners Ltd.

The Company has also today granted incentive stock options to purchase an aggregate of 140,000 common shares in the capital of the Company to a consultant of the Company pursuant to the terms of the Company's incentive stock option plan. The options are exercisable at \$0.15 per share for a period of three years from the date of grant, expiring April 12, 2025.

The offered securities have not been and will not be registered under the United States *Securities Act of 1933*, as amended (the "**U.S. Securities Act**"), or any applicable state securities laws and may not be offered or sold in the United States or to "U.S. persons", as such term is defined in Regulation S under the U.S. Securities Act, absent such registration or an applicable exemption from such registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy the offered securities in any jurisdiction.

About Beyond Minerals Inc.

Beyond Minerals Inc. is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. Its objective is to locate and develop economic precious and base metal properties of merit and to conduct its exploration program on the Property. The Property consists of 37 non-contiguous mining claims covering a total area of approximately 1,385 hectares located approximately 35 kilometres northwest of the City of Rouyn-Noranda, in the province of Quebec.

For more information, please refer to the Company's prospectus dated February 23, 2022 available on SEDAR (www.sedar.com) and the Company's website at www.beyondminerals.ca.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain “forward-looking information” within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding the commencement of trading of the Company’s common shares on the Canadian Securities Exchange, future capital expenditures, anticipated content, commencement, and cost of exploration programs in respect of the Company’s projects and mineral properties, anticipated exploration program results from exploration activities, resources and/or reserves on the Company’s projects and mineral properties, and the anticipated business plans and timing of future activities of the Company, are forward-looking information. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Often, but not always, forward-looking information can be identified by words such as “pro forma”, “plans”, “expects”, “will”, “may”, “should”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “believes”, “potential” or variations of such words including negative variations thereof, and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. In stating the forward-looking information in this news release, the Company has applied several material assumptions, including without limitation, that market fundamentals will result in sustained precious and base metals demand and prices, the receipt of any necessary permits, licenses and regulatory approvals in connection with the future exploration of the Company’s properties, that the COVID-19 global pandemic will not affect the ability of the Company to conduct the exploration program on the Property, the availability of financing on suitable terms, and the Company’s ability to comply with environmental, health and safety laws.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the statements of forward-looking information. Such risks and other factors include, among others, statements as to the anticipated business plans and timing of future activities of the Company, the proposed expenditures for exploration work on the Property, the ability of the Company to obtain sufficient financing to fund its business activities and plans, delays in obtaining governmental and regulatory approvals (including of the Canadian Securities Exchange), permits or financing, changes in laws, regulations and policies affecting mining operations, risks relating to epidemics or pandemics such as COVID-19, including the impact of COVID-19 on the Company’s business, financial condition and results of operations, the Company’s limited operating history, currency fluctuations, title disputes or claims, environmental issues and liabilities, as well as those factors discussed under the heading “Risk Factors” in the Company’s prospectus dated February 23, 2022 and other filings of the Company with the Canadian securities regulatory authorities, copies of which can be found under the Company’s profile on the SEDAR website at www.sedar.com.

Readers are cautioned not to place undue reliance on forward-looking information. The Company undertakes no obligation to update any of the forward-looking information in this news release except as otherwise required by law.

For further information, please contact:

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President and CEO
Tel: 702-768-3550
Email: craig.gibson@beyondminerals.ca