

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

**Item 1. Name and Address**

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

**Item 2. Date of Material Change**

January 23, 2023 (the “**Closing Date**”)

**Item 3. News Release**

The attached news release describes the material change and was disseminated on January 24, 2023.

**Item 4. Summary of Material Change**

The Corporation completed the acquisition (the “**Acquisition**”) of a 100% undivided interest in 15 contiguous mining claims comprising the Peggy Group Lithium property located approximately 80 km north of Sioux Lookout, in the province of Ontario (the “**Property**”) from Lithos Minerals Inc. (the “**Vendor**”) pursuant to the terms and conditions of a definitive mineral property purchase agreement (the “**Purchase Agreement**”). Pursuant to the Purchase Agreement, the Corporation paid the Vendor aggregate cash consideration of \$125,000, issued a total of 2,500,000 common shares of the Corporation (the “**Shares**”), and assumed a 1.5% net smelter return royalty on the Property, one-third of which may be repurchased by the Corporation for \$600,000 to reduce the royalty to 1.0% (the “**NSR Royalty**”).

The Property covers approximately 7,386 hectares (73.9 km<sup>2</sup>).

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

The Corporation, as purchaser, entered into a Purchase Agreement with the Vendor dated January 23, 2023. Pursuant to the Purchase Agreement, the Corporation:

- (a) paid to the Vendor aggregate cash consideration of \$125,000;
- (b) issued a total of 2,500,000 Shares; and
- (c) assumed the NSR Royalty.

The Corporation completed the Acquisition of the Property from the Vendor on the Closing Date pursuant to the terms and conditions of the Purchase Agreement.

The Shares are subject to a hold period which will expire four months and one day from the date of issuance.

**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:

Beyond Minerals Inc.  
Craig Gibson  
President and Chief Executive Officer  
Tel: +52 (331) 653-1535  
Email: [craig.gibson@beyondminerals.ca](mailto:craig.gibson@beyondminerals.ca)

**Item 9. Date of Report**

February 2, 2023.

**SCHEDULE A**  
**NEWS RELEASE**

(See attached)



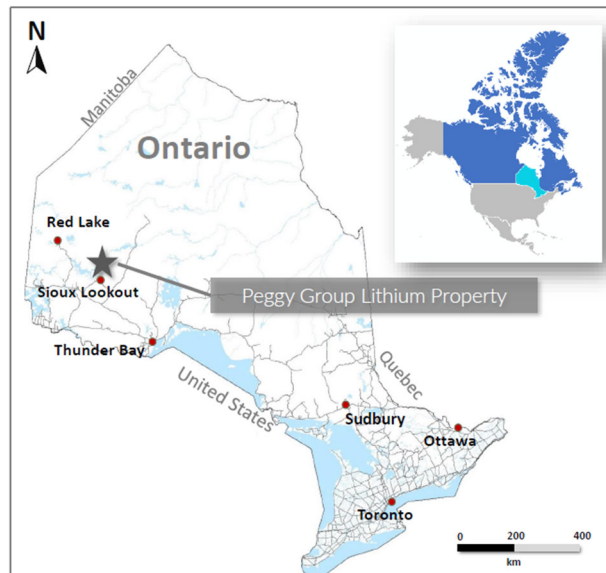
## BEYOND MINERALS ACQUIRES PEGGY GROUP LITHIUM PROPERTY IN NORTHWESTERN ONTARIO AND ANNOUNCES PRIVATE PLACEMENT

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

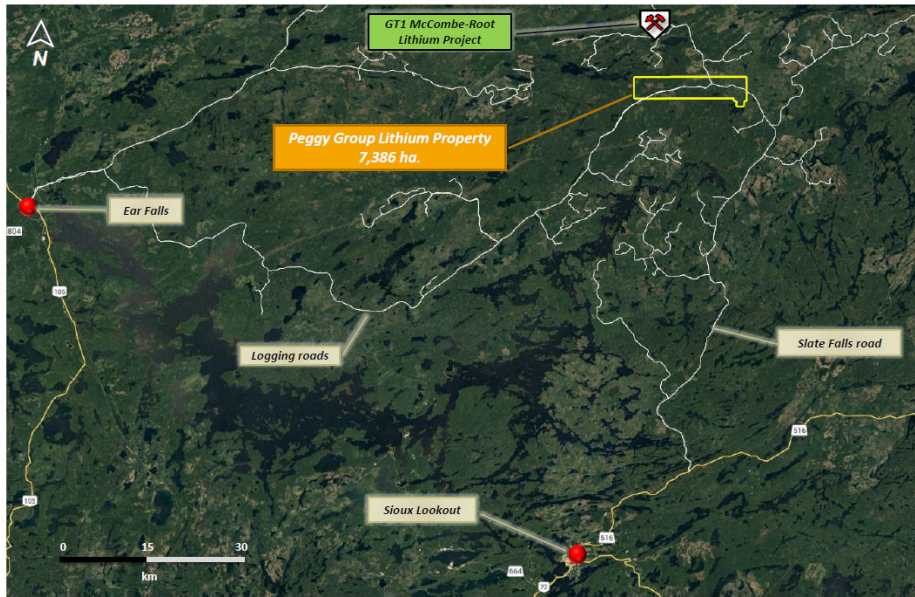
**Winnipeg, Manitoba, January 24, 2023** – Beyond Minerals Inc. (the “**Company**” or “**Beyond Minerals**”) (CSE:BY) is pleased to announce the acquisition (the “**Transaction**”) of a 100% undivided interest in 15 contiguous mining claims comprising the Peggy Group Lithium property located approximately 80 km north of Sioux Lookout, in the province of Ontario (the “**Property**”). The Transaction was completed pursuant to the terms and conditions of a definitive mineral property purchase agreement (“**Purchase Agreement**”) entered into between the Company, as purchaser, and Lithos Minerals Inc., as vendor. Pursuant to the Purchase Agreement, Beyond Minerals will pay to the vendor aggregate cash consideration of \$125,000, issue a total of 2,500,000 common shares of the Company (the “**Shares**”), and will assume a 1.5% net smelter return royalty on the claims comprising the Property, one-third of which may be repurchased by the Company for \$600,000 to reduce the royalty to 1.0% (the “**NSR Royalty**”).

The Property covers approximately 7,386 hectares (73.9 km<sup>2</sup>). It is located approximately 80 km north of Sioux Lookout, Ontario (**Figure 1**), is easily accessible year-round by way of well-maintained highway and logging roads, and features good outcrop exposure. The Property is located 8 km south of the McCombe-Root Lithium project owned by Green Technology Metals (ASX: GT1), which has announced high grade lithium results from their 24,000 m drill program on the project in recent months, new spodumene bearing pegmatite dyke discoveries in the area of the project, and the commencement of baseline environmental studies, all of which highlight the importance of this emerging pegmatite field. The McCombe-Root Lithium project has a historic resource of 2.297 Mt grading 1.3% Li<sub>2</sub>O (Mulligan R., Geological Survey of Canada, 1965).

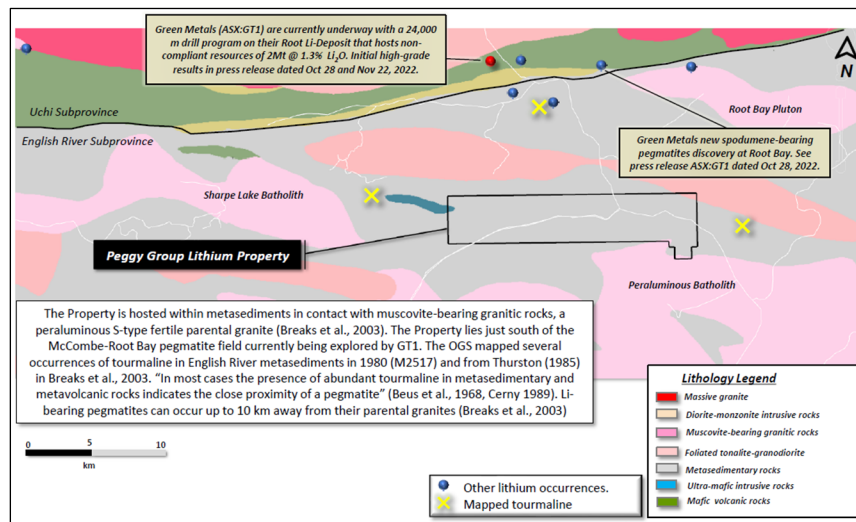
**Figure 1 – Regional Location of Peggy Group Lithium Property**



**Figure 2 –Location of Peggy Group Lithium Property located North of Sioux Lookout**



**Figure 3 – Regional Geology**



Craig Gibson, President & CEO commented, “The Peggy Group Lithium property is an exciting addition to our growing portfolio of lithium properties and other mineral assets. The Property is hosted within metasediments in contact with muscovite bearing granitic rocks, a peraluminous S type fertile parental granite. Metasediments make excellent hosts for lithium bearing pegmatites and we are keen to commence exploration work on the Property.”

The Company is also pleased to announce a proposed non-brokered private placement of up to 3,750,000 common shares of the Company (the “**Shares**”) at a price of \$0.20 per Share for aggregate gross proceeds of up to \$750,000 (the “**Offering**”).

The Company intends to use the proceeds of the Offering for exploration of certain of its properties and for general corporate and working capital purposes.

The Company may pay finders' fees in connection with the Offering in cash, shares, warrants or a combination thereof. All securities to be issued under the Offering will be subject to a hold period of four months and one day from their date of issuance.

The offered securities have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

### **Qualified Person and Third-Party Data**

The scientific and technical information in this press release has been reviewed and approved by Craig Gibson, Ph.D., P.Geo., President and CEO of the Company (the "**Qualified Person**"). Dr. Gibson is a "qualified person" as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**").

Certain information in this press release regarding the presence of mineral deposits and the size of such deposits is based on information that has been obtained from publicly available information and industry reports, which constitute historical estimates. Such reports generally state that the information contained therein has been obtained from sources believed to be reliable, but the accuracy or completeness of such information is not guaranteed. While the Company considers historical estimates to be relevant to investors, as they may indicate the presence of mineralization, the Qualified Person has not done sufficient work for the Company to classify the historical estimates as current "mineral resources" or "mineral reserves" (as defined in NI 43-101). The historical estimates contained in this press release were calculated prior to the implementation of NI 43-101 and the Company is not treating the historical estimates as current "mineral resources" or "mineral reserves". The potential quantities and grades of exploration targets referenced in this press release are conceptual in nature. There has been insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in any of the targets being delineated as a mineral resource. The Company has not independently verified and cannot guarantee the accuracy or completeness of the historical estimates and other third-party data contained in this press release and investors should use caution in placing reliance on such information.

### **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, starting with the exploration of its Fabie-Easterchester project and its recently acquired claims in the Borland Lake, Favourable Lake, and Gorman River areas of Northwestern Ontario. The Fabie-Easterchester project 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 website at [www.beyondminerals.ca](http://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 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, 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 its properties, 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, 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](http://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:**

Craig Gibson  
President and CEO  
Tel: +52 (331) 653-1535  
Email: [craig.gibson@beyondminerals.ca](mailto:craig.gibson@beyondminerals.ca)