

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

February 15, 2023 and February 22, 2023

Item 3. News Release

The attached news releases describe the material changes and were disseminated on February 16, 2023 and February 23, 2023.

Item 4. Summary of Material Change

On February 15, 2023, the Corporation completed a non-brokered private placement of 5,275,000 common shares in capital of the Company (the “Shares”) for aggregate gross proceeds of \$1,085,500 (the “Offering”), consisting of: (i) 3,750,000 Shares at a price of \$0.20 per Share; and (ii) an oversubscribed tranche of 1,525,000 Shares at a price of \$0.22 per Share.

On February 22, 2022, the board of directors of the Corporation: (i) accepted the resignation of Craig Gibson as President and CEO of the Corporation and appointed Allan Frame as President and CEO; and (ii) appointed Michelle DeCecco as an additional director of the Corporation.

Item 5. Full Description of Material Change

On February 15, 2023, the Corporation completed the Offering consisting of 15,097,499 FT Units at a price of \$0.22 per FT Unit and 1,675,000 Units at a price of \$0.18 per Unit for aggregate gross proceeds of \$3,622,949.78.

The Corporation completed the Offering of 5,275,000 Shares for aggregate gross proceeds of \$1,085,500, consisting of: (i) 3,750,000 Shares at a price of \$0.20 per Share, under the offering previously announced by the Corporation on January 24, 2023; and (ii) an oversubscribed tranche of 1,525,000 Shares at a price of \$0.22 per Share, for which price protection was obtained from the Canadian Securities Exchange.

In connection with the Offering, the Corporation paid certain eligible third parties dealing at arm’s length with the Corporation (the “Finders”): (i) cash commissions totalling \$27,838.80, representing 6% of the proceeds raised from

subscribers introduced to the Corporation by such Finders; and (ii) an aggregate of 137,040 non-transferable broker warrants (the “**Broker Warrants**”), representing 6% of the number of Shares sold to such subscribers, each exercisable to acquire one common share of the Corporation for 2 years from the date of issuance at exercise price of \$0.25 or \$0.27 per share.

The Corporation intends to use the net proceeds of the Offering for acquisitions of lithium assets, for exploration of certain of its properties, and for general corporate and working capital purposes.

The securities issued under the Offering were distributed in reliance on the prospectus exemptions under Sections 2.3 (Accredited investor) of National Instrument 45-106 *Prospectus Exemptions* and the corresponding regulation bearing the same number in Quebec.

The Corporation’s board of directors considered and unanimously approved the Offering.

All securities issued under the Offering are subject to a hold period of four months and one day from their date of issuance, expiring on June 16, 2023 under applicable Canadian securities laws.

On February 22, 2022, the board of directors of the Corporation: (i) accepted the resignation of Craig Gibson as President and CEO of the Corporation and appointed Allan Frame as President and CEO; and (ii) appointed Michelle DeCecco as an additional director of the Corporation.

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.
Allan Frame
President and Chief Executive Officer
Tel: 403-470-8450
Email: allan.frame@beyondminerals.ca

Item 9. Date of Report

February 24, 2023

SCHEDULE A
NEWS RELEASES

(See attached)



**BEYOND MINERALS COMPLETES PRIVATE PLACEMENT
FOR GROSS PROCEEDS OF \$1,085,500**

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

Winnipeg, Manitoba, February 16, 2023 – Beyond Minerals Inc. (the “**Company**” or “**Beyond Minerals**”) (CSE:BY) is pleased to announce the completion of a non-brokered private placement of 5,275,000 common shares in capital of the Company (the “**Shares**”) for aggregate gross proceeds of \$1,085,500 (the “**Offering**”), consisting of: (i) 3,750,000 Shares at a price of \$0.20 per Share, under the offering previously announced by the Corporation on January 24, 2023; and (ii) an oversubscribed tranche of 1,525,000 Shares at a price of \$0.22 per Share, for which price protection was obtained from the Canadian Securities Exchange (“**CSE**”).

Craig Gibson, President and CEO of Beyond Minerals, commented, “Following the completion of this offering, we are well financed to explore, and to continue to build, our portfolio of lithium assets and other mineral properties in Northwestern Ontario and Quebec. Our assets are all located within premier, mining-friendly jurisdictions and we look forward to releasing our updated exploration plans in the coming weeks.”

In connection with the Offering, the Company paid certain eligible third parties dealing at arm’s length with the Company (the “**Finders**”): (i) cash commissions totalling \$27,838.80, representing 6% of the proceeds raised from subscribers introduced to the Company by such Finders; and (ii) an aggregate of 137,040 non-transferable broker warrants (the “**Broker Warrants**”), representing 6% of the number of Shares sold to such subscribers, each exercisable to acquire one common share of the Company for 2 years from the date of issuance at exercise price of \$0.25 or \$0.27 per share.

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

All securities issued under the Offering are 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.

Following the closing of the Offering, the Company granted 650,000 incentive stock options to certain consultants of the Company, pursuant to the Company’s incentive stock option plan. Each option is exercisable into one common share of the Company at a price of \$0.34 per share for a period of two years from the date of grant. 25% of the options will vest immediately and 25% will vest every three months thereafter.

150,000 of the foregoing options were granted pursuant to the terms of a marketing services agreement that the Company has entered into with LFG Equities Corp. to provide strategic advice and digital media and marketing services to Beyond Minerals. LFG, a Toronto-based company, will provide strategic advice, content development, media buying and distribution, and marketing services through social media channels and on-line media placements for the Company. LFG's principals currently own 374,500 common shares of Beyond Minerals. Under the terms of the agreement, LFG will be paid a cash fee of \$2,500 per month and has been granted the above-noted options. The Company will also reimburse LFG for all pre-approved expenses relating to LFG's engagement.

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 critical mineral properties, including lithium assets, and other economic precious and base metal properties of merit, starting with the exploration of its Fabie-Easterchester in the province of Quebec and its Peggy Group Lithium project and other properties in the Borland Lake, Favourable Lake, and Gorman River areas of Northwestern Ontario.

For more information, please refer to 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 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.

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



**BEYOND MINERALS APPOINTS ALLAN FRAME AS PRESIDENT AND CEO,
MICHELLE DECECCO AS DIRECTOR**

Winnipeg, Manitoba, February 23, 2023 – Beyond Minerals Inc. (the “Company” or “Beyond Minerals”) (CSE:BY) (OTCQB: BYDMF) is pleased to announce it has appointed Allan Frame as President and CEO. Mr. Frame recently retired from the investment business. During his successful 47 year career, Mr. Frame focused primarily on junior resource company financings. His relationships in the mining industry are extensive. He helped them raise several hundreds of millions of dollars during his time spent in the securities business and has had the benefit of being associated with multiple major discoveries, including the original Snip and Eskay Creek discoveries now owned by Skeena Resources. Mr. Frame is also Director of Business Development for Prismo Metals Inc and DLP Resources Inc., both of which are listed on exchanges in Canada and the U.S OTC markets.”

“I have followed the progress on Beyond Minerals since inception as I led their initial public offering in 2022 when I was a broker at Haywood Securities. I am impressed by the quality of lithium assets they have recently staked around Frontier Lithium Inc. (TSXV:FL) and acquired nearby Green Technology Metals Limited (ASX:GT1),” said Allan Frame. He added: “Under my leadership, we will accelerate the acquisition and optioning of additional lithium assets and make plans for a robust exploration season in the current calendar year. Our acquisition and optioning plan rests on four pillars: (i) focus on quality assets for which extensive geological data is available, (ii) financial discipline in all aspects of our business, including acquisition and options terms and conditions, (iii) concentrate on Ontario assets, while being open to strategic transactions in other jurisdictions and (iv) maintain a share structure that is favorable to value creation for our shareholders.”

The Company also announced that Michelle DeCecco has been appointed director. Michelle is the Vice President & COO of Lithium Chile Inc. (TSXV:LITH) and a Director of Monumental Minerals Inc. She has over 20 years of experience in the public mining sector specializing in capital markets, security regulations and corporate development and holds a Master’s in Business Administration. Throughout her career, Ms. DeCecco has been responsible for developing and executing overall corporate strategy including mergers & acquisitions, joint ventures, and strategic partnerships. Ms. DeCecco spent over 10 years as a Rotarian with the Rotary Club Calgary, working closely with the Stay in School Program and at-risk youth in Alberta.

She commented: “Beyond Minerals has the right elements to garner an important place in the Canadian lithium mining sector; it is my honor to join the Board. I look forward to this opportunity to support a strong leadership team and contribute to the value and strategic plans of the Company.”

Commenting on Ms. DeCecco’s appointment, Mr. Frame said: “Lithium Chile is a true Canadian success story in the lithium industry. Having Michelle on our board of directors is invaluable. Many significant lithium discoveries have taken place in Ontario and Quebec in the past two

years. It is our belief that more discoveries will take place in the coming years. We look forward to Michelle's input in this critical phase of our company's development."

Dr. Craig Gibson, the former President and CEO of Beyond Minerals and a "qualified person" as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*, will continue to serve as a director of the Company.

The Company has granted a total of 535,000 incentive stock options to Mr. Frame and Ms. DeCecco and an additional 50,000 options to a consultant of the Company in connection with the option grant announced on February 16, 2023, pursuant to the Company's incentive stock option plan. Each option is exercisable into one common share of the Company at a price of \$0.34 per share. The options granted to Mr. Frame and Ms. DeCecco vest immediately and are exercisable for a period of 3 years from the date of grant. The options granted to the consultant shall vest in four equal tranches on the date of grant, May 15, 2023, August 15, 2023, and November 15, 2023, respectively, and shall expire on February 15, 2025.

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Please follow @BeyondMinerals on [Twitter](#), [Facebook](#), [LinkedIn](#), [Instagram](#) and [YouTube](#).

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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.

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For further information, please contact:

Allan Frame
President and CEO
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