BEYOND LITHIUM INC.
(FORMERLY BEYOND MINERALS INC.)

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

FOR THE THREE MONTHS ENDED MARCH 31, 2023

Prepared by:

BEYOND MINERALS INC.

30th Floor – 360 Main Street,
Winnipeg, Manitoba, R3C 4G1

Discussion dated May 30, 2023

Introduction

The following Interim Management's Discussion & Analysis ("MD&A") of Beyond Minerals Inc. ("Beyond" or the "Company") for the three months ended March 31, 2023, has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the fiscal year ended December 31, 2022. This MD&A does not provide a general update to the Annual MD&A, nor reflect any non-material events since the date of the Annual MD&A. The primary office of Beyond is located at 30th Floor – 360 Main Street, Winnipeg, Manitoba, R3C 4G1.

This MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual financial statements for the years ended December 31, 2022, and 2021, together with the notes thereto, and unaudited condensed interim financial statements for the three months ended March 31, 2023, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of March 31, 2023, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Beyond common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on SEDAR at **www.sedar.com**.

Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. Such forward-looking statements includes, without limitation, statements with respect to the Company's expectations, strategies and plans for the Eastchester-Fabie-Trudeau Property, including the Company's planned exploration; the results of future exploration, estimated completion dates for certain milestones and the Company's plans with respect to the Eastchester Fabie-Trudeau Property; the costs and timing of future exploration and development; future financial or operating performance and condition of the Company and its business, operations and properties, including expectations regarding liquidity and capital structure; the intended use of the net proceeds of the initial public Offering ("IPO"); and the adequacy of funds from the IPO to support the Company's business objectives, including with respect to its exploration, development and production activities.

Forward-looking statements are not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this MD&A or as of the date specified in such statement including, without limitation, assumptions about: favourable equity and debt capital markets; the ability to raise any necessary additional capital on reasonable terms to advance the exploration and development of the Company's properties and assets; the timing and results of exploration and development programs; the geology of the Eastchester-Fabie-Trudeau Property being as described in the Technical Report; the accuracy of budgeted exploration, development, operational and administrative costs and expenditures; operating conditions being favourable such that the Company is able to operate in a safe, efficient and effective manner; political and regulatory stability; the receipt of governmental, regulatory and third party approvals, licenses and permits on favourable terms; obtaining required renewals for existing approvals; requirements under applicable laws; sustained labour stability; stability in financial and capital goods markets; and the Company's ability to acquire and retain key personnel.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance, or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. Such risks include, without limitation: the widespread impact of the novel coronavirus ("COVID-19") as a global pandemic and government responses thereto; natural disasters, geopolitical instability or other unforeseen events; mineral prices are volatile and may be lower than expected; mining operations are risky; resource exploration and development is a speculative business; the successful operation of exploration activities at the Eastchester-Fabie-Trudeau Property depend on the skills of the Company's management and teams; operations during mining cycle peaks are more expensive; title to the Eastchester-Fabie-Trudeau Property may be disputed; Aboriginal title claims may impact the Company's interest in the Eastchester-Fabie-Trudeau Property; the Company may fail to comply with the law or may fail to obtain or renew necessary permits and licenses; compliance with environmental regulations can be costly; social and environmental activism can negatively impact exploration, development and mining activities; the mining industry is intensely competitive; inadequate infrastructure may constrain mining operations; the Company may incur losses and experience negative operating cash flow for the foreseeable future; the Company may be subject to costly legal proceedings; the Company will incur increased costs as a result of complying with the reporting requirements, rules and regulations affecting public issuers; the Eastchester-Fabie-Trudeau Property is located in an underdeveloped rural area; the Company may not use the proceeds from the IPO as described in this MD&A; the Company may not be able to obtain sufficient capital to pursue all of its intended exploration activities or continue on a going concern basis; and the Company may be negatively impacted by changes to mining laws and regulations.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Company's ability to predict or control. Please also refer to those risk factors referenced in the "Risks and Uncertainties" section below and the "Risk Factors" section of the final long form prospectus in respect of the Offering (the "Prospectus") filed and dated February 23, 2022. Readers are cautioned that the above does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether because of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company was incorporated on October 8, 2019, under the laws of Canada. The Company is a natural resource company engaged in the acquisition and exploration of mineral properties in Canada. To date, the Company has not generated significant revenues from operations.

The Company has no revenues, so its ability to ensure continuing operations is dependent on the discovery of economically recoverable reserves, confirmation of its interest in the underlying mineral claims, and its ability to obtain necessary financing to complete the exploration activities, development, if they are proven successful, and future profitable production.

Beyond's goal is to deliver superior returns to shareholders by concentrating on the acquisition and exploration of mining properties. The Company currently plans to focus on its current property interests, as set out below under "Mineral Property Interests".

The Company will continue to attempt to raise capital to meet its ongoing operating activities.

Outlook and Economic Conditions

The Company is a Canadian base and precious metal exploration company, focused on exploring its current property interests, and on acquisitions of other mineral exploration properties, should such acquisitions be consistent with its objectives and acquisition criteria. The Company currently has operations in the Province of Quebec, Canada. The Company's financial success will be dependent upon the extent to which it can make discoveries and on the economic viability of any such discoveries. The development of such assets may take years to complete and the resulting income, if any, is difficult to determine with any certainty. To date, the Company has not produced any revenues. The sales value of any minerals discovered by the Company is largely dependent upon factors beyond its control, such as the market value of the commodities produced.

There are significant uncertainties regarding the prices of base and precious metal and the availability of equity financing for the purposes of exploration and evaluation. The future performance of the Company is largely tied to the successful exploration, discovery and eventual development of its property interests, if they are proven successful, and other prospective business opportunities and the overall financial markets. Financial markets are likely to be volatile, reflecting ongoing concerns about the stability of the global economy. However, recently, equity markets in Canada have showed signs of improvement, with equities increasing significantly during this period. Strong equity markets are favourable conditions for completing a financing, public merger or acquisition transaction.

Management regularly monitors economic conditions, estimates their impact on the Company's operations, and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Highlights

- On January 24, 2023, the Company acquired a 100% undivided interest in 15 continguous mining claims comprising the Peggy Group Lithium property located approximately 80 kilometres north of Sioux Lookout, in the province of Ontario. Pursuant to the purchase agreement, the Company paid to the vendor aggregate cash consideration of $125,000, issued 2,500,000 common shares of the

Company, and assumed a 1.5% NSR ("NSR") on the claims comprising the property, one-third of which may be repurchased by the Company for $600,000.

- On January 23, 2023, 100,000 warrants were exercised at a price of $0.10 per share for total proceeds of $10,000.

- On February 15, 2023, the Company closed a non-brokered private placement of 5,275,000 common shares of the Company for gross proceeds of $1,085,500 (the "Offering"), consisting of 3,750,000 common shares at a price of $0.20 per share and an oversubscribed tranche of 1,525,000 common shares at a price of $0.22 per share, for which price protection was obtained from the CSE. In connection with the Offering, the Company paid certain eligible third parties dealing at arm's length with the Company a cash commissions of $27,839 and granted 137,040 non-transferable broker warrants exercisable at a price of $0.25 or $0.27 per share for a period of two years from the date of grant, expiring February 15, 2025.

- On February 15, 2023, the Company granted 650,000 stock options to certain consultants of the Company. The options are exercisable at a price of $0.34 per share for a period of two years from the date of grant, expiring on February 15, 2025. The options vest 25% immediately and 25% every three months thereafter.

- On February 21, 2023, Mr. Craig Gibson resigned as President and CEO of the Company. Mr. Allan Frame was appointed as the President and CEO of the Company to replace Mr. Craig Gibson.

- On February 21, 2023, the Company appointed Ms. Michelle DeCecco as a director of the Company.

- On February 22, 2023, the Company granted 50,000 stock options to a consultant of the Company. The options are exercisable at a price of $0.34 per share, expiring on February 15, 2025. The options vest in four equal tranches on each of the date of grant, May 15, 2023, August 15, 2023, and November 15, 2023.

- On February 22, 2023, the Company granted 535,000 stock options to a director and an officer of the Company. The options vest immediately and are exercisable at a price of $0.34 per share for a period of three years from the date of grant, expiring on February 22, 2026.

- On February 28, the Company acquired a 100% undivided interest in the 179 contiguous mining claims covering approximately 3,490 hectares comprising the North Trout Lake lithium property located approximately 30 kilometres southwest of Sandy Lake, in the province of Ontario. Pursuant to the purchase agreement, the Company paid to the vendors aggregate cash consideration of $45,000, issued a total of 171,000 common shares of the Company, and granted the vendors a 2% NSR on the property, one-half of which may be repurchased by the Company for $1,200,000. In addition, the Company shall pay the vendors a $1,000,000 milestone payment, payable in cash or shares at the option of the Company, in the event the Company files a mineral resource estimate disclosing a deposit or orebody exceeding 5,000,000 metric tonnes with an average grade equal to 1% lithium oxide or greater.

- On March 30, 2023, the Company was granted the exclusive right and option to acquire a 100% interest in 57 high potential greenfield lithium properties via a series of multi-property option agreements (the "Option Agreements'). Pursuant to the Option Agreements, in order to acquire a 100% interest in the properties, the Company is required to:

    - within 5 business days of the date of the Option Agreements, by paying $420,000 and issuing 1,880,000 common shares;

- on or before the first anniversary of the date of the Option Agreements, by paying $590,000 and issuing 2,490,000 common shares;
- on or before the second anniversary of the date of the Option Agreements, by paying $1,080,000 and issuing 3,210,000 common shares; and
- on or before the third anniversary of the date of the Option Agreements, by paying $1,260,000 and issuing 3,745,000 common shares.

Upon acquiring a 100% interest in any of the properties, the Company shall grant the optionors a 2.0% NSR on such properties, one-half of each of which may be repurchased by the Company for $1,200,000. In addition, the Company shall pay the optionors a $1,000,000 milestone payment, payable in cash or shares at the option of the Company, for each initial mineral resource estimate filed by the Company in respect of a deposit comprising part of the properties that discloses a deposit or orebody exceeding 5,000,000 metric tonnes with an average grade equal to 1.0% Li_2O or greater.

- During the three months ended March 31, 2023, a total of 125,725 warrants were exercised at a price ranging from $0.10 to $0.15 per share for total proceeds of $13,859.

Events Subsequent to March 31, 2023

- On May 15, 2023, the Company closed a non-brokered private placement of 2,764,600 flow-through shares of the Company at $0.50 per share for gross proceeds of $1,382,300. In connection with the private placement, the Company paid certain eligible third parties dealing at arm's length with the Company (i) cash commissions totaling $88,225; and (ii) an aggregate of 176,449 broker warrants, each exercisable to acquire one common share of the Company for 2 years at an exercise price of $0.50 per share.

- On May 15, 2023, the Company changed its name from "Beyond Minerals Inc." to "Beyond Lithium Inc." Effective May 18, 2023, the Company's common shares began trading on the CSE under the new name.

- On May 25, 2023, the Company granted 50,000 stock options (the "Options"), 1,450,000 stock appreciation rights (the "SARs"), and 535,000 restricted share units (the "RSUs") to certain directors, officers, and consultants of the Company subject to certain vesting requirements. Each Option is exercisable into one common share of the Company (the "Common Share") at a price of $0.33 per share upon vesting, for a period of one year from the date of grant. Upon vesting, each SAR entitles the holder to receive Common Shares in an amount equal to the difference in the fair market value of the Common Shares on the date of grant (i.e., $0.33 per share) and the market price of the Common Shares on the settlement date, for a period of one year from the date of grant. Each vested RSU entitles the holder to receive one Common Share.

Overall Objective

The primary business objective of Beyond is the acquisition, exploration and evaluation of mineral properties in Canada. In furtherance of this objective, the Company established the following business strategy:

- Develop and implement a discretionary exploration budget on its property interests with a view to establishing a viable mineral deposit; and
- Capitalize on management's technical expertise and ability to identify, evaluate, and acquire exploration properties.

See "Risks and Uncertainties" below.

Trends

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Strong equity markets are favorable conditions for completing a public merger, financing, or acquisition transaction. Apart from these and the risk factors noted under the heading "Risks and Uncertainties", and "Outlook and Economic Conditions", management is not aware of any other trends, commitments, events, or uncertainties that would have a material effect on the Company's business, financial condition, or results of operations.

Off-Balance-Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity, capital expenditures and capital resources that would be material to investors.

Mineral Property Interests

Eastchester-Fabie-Trudeau Property, Quebec

On March 8, 2021, the Company entered into a purchase agreement with Reyna Silver Corp. (the "Vendor") setting out the terms and conditions upon which the Company acquired a 100% undivided interest in the 37 non-contiguous mining claims comprising the Eastchester-Fabie-Trudeau polymetallic project (the "Property"), located approximately 35 kilometres northwest of Rouyn-Noranda, Quebec. Pursuant to the purchase agreement, the Company issued 1,000,000 common shares in the share capital of the Company valued at $50,000 to the Vendor and granted the Vendor a 1% net smelter return royalty on the Property pursuant to the terms and conditions of a Net Smelter Returns Royalty Agreement. There are no other underlying royalties registered against the mineral titles that the Company is aware of.

The Property consists of 37 mineral titles in three separate blocks as shown in the table below. Eastchester includes eight mineral titles covering 192.15 hectare ("ha"), Fabie includes 20 mineral titles covering 833.09 ha, and Trudeau includes nine mineral titles covering 359.63 ha. All mineral titles were acquired by map designation under the Mining Act (Québec) (the "Mining Act") and are recorded 100% to Beyond Minerals Inc. All of the Company's tenures are in good standing until at least November 19, 2024.

The Property lies within the Archean Abitibi Greenstone Belt adjacent to the Destor Porcupine Deformation Zone (DPDZ). The Eastchester block lies north of the DPDZ and is underlain primarily by massive to pillowed, tholeiitic iron and magnesium basalt flows and related gabbro sills belonging to the Deguisier Formation of the Kinojévis Group. The Fabie and Trudeau blocks lie south of the DPDZ within the Southern Volcanic Zone (SVZ) and are underlain by several sub-units of the Duprat-Montbray Formation (DMF) of the lower Blake River Group including massive to weakly-banded, pale green rhyolite flows with thin fragmental and flow-top breccias overlain by a monotonous sequence of massive, pale green andesite flows alternating with dark green, vesicular, often pillowed, more mafic flows. At Fabie the DMF rocks have been intruded by the synvolcanic quartz-feldspar porphyry Fabie Pluton. The DMF units are generally east-trending and dip steeply south and cut by semi-conformable diorite sills subparallel to DMF layers, and crosscutting dykes and small plugs that cut both the DMF rocks and the Fabie Pluton. Structurally the Fabie block is crosscut on the north by the regional scale Fabie Bay Shear Zone and by numerous NNE-trending brittle faults.

NTS	Block	Type	No	Expiry	Area (Ha)	Excess Credit	Work Required	Fees Required
32D11	Eastchester	CDC	2457314	14-Aug-25	43.02	$1,840.47	$1,800.00	$73.25
32D11	Eastchester	CDC	2457315	14-Aug-25	6.54	$3,695.47	$750.00	$37.50
32D11	Eastchester	CDC	2457316	14-Aug-25	29.42	$2,995.47	$1,800.00	$73.25
32D11	Eastchester	CDC	2457317	14-Aug-25	27.33	$2,995.47	$1,800.00	$73.25
32D11	Eastchester	CDC	2457318	14-Aug-25	36.31	$1,840.47	$1,800.00	$73.25
32D11	Eastchester	CDC	2457319	14-Aug-25	6.68	$3,695.47	$750.00	$37.50
32D11	Eastchester	CDC	2457320	14-Aug-25	22.45	$3,695.45	$750.00	$37.50
32D11	Eastchester	CDC	2457321	14-Aug-25	20.4	$3,695.44	$750.00	$37.50
					192.15	$24,453.71	$10,200.00	$443.00
32D06	Fabie	CDC	2457306	14-Aug-25	57.14	$3,771.91	$1,800.00	$73.25
32D06	Fabie	CDC	2457307	14-Aug-25	57.14	$3,316.91	$1,800.00	$73.25
32D06	Fabie	CDC	2457308	14-Aug-25	57.14	$11,550.75	$1,800.00	$73.25
32D06	Fabie	CDC	2457309	14-Aug-25	57.14	$10,350.75	$1,800.00	$73.25
32D06	Fabie	CDC	2457310	14-Aug-25	43.99	$3,771.91	$1,800.00	$73.25
32D06	Fabie	CDC	2457311	14-Aug-25	15.93	$5,171.92	$750.00	$37.50
32D06	Fabie	CDC	2457312	14-Aug-25	15.87	$10,843.57	$750.00	$37.50
32D06	Fabie	CDC	2457313	14-Aug-25	15.89	$12,043.57	$750.00	$37.50
32D06	Fabie	CDC	2507578	06-Dec-24	57.14	$0.00	$1,200.00	$73.25
32D06	Fabie	CDC	2507579	06-Dec-24	57.14	$0.00	$1,200.00	$73.25
32D06	Fabie	CDC	2507580	06-Dec-24	57.14	$0.00	$1,200.00	$73.25
32D06	Fabie	CDC	2507581	06-Dec-24	57.13	$0.00	$1,200.00	$73.25
32D06	Fabie	CDC	2507582	06-Dec-24	57.13	$0.00	$1,200.00	$73.25
32D06	Fabie	CDC	2507583	06-Dec-24	57.13	$0.00	$1,200.00	$73.25
32D06	Fabie	CDC	2507584	06-Dec-24	15.88	$0.00	$500.00	37.5
32D06	Fabie	CDC	2507585	06-Dec-24	15.9	$0.00	$500.00	37.5
32D06	Fabie	CDC	2507586	06-Dec-24	37.64	$0.00	$1,200.00	$73.25
32D06	Fabie	CDC	2507587	06-Dec-24	37.59	$0.00	$1,200.00	$73.25
32D06	Fabie	CDC	2507588	06-Dec-24	37.54	$0.00	$1,200.00	$73.25
32D06	Fabie	CDC	2507589	06-Dec-24	25.49	$0.00	$1,200.00	$73.25
					833.09	$60,821.29	$24,250.00	$1,286.25
32D06	Trudeau	CDC	2454283	20-Jul-25	25.01	763.62	$1,200.00	$67.00
32D06	Trudeau	CDC	2454284	20-Jul-25	20.74	1,418.60	$500.00	$34.25
32D06	Trudeau	CDC	2454285	20-Jul-25	20.88	1,418.60	$500.00	$34.25
32D06	Trudeau	CDC	2454286	20-Jul-25	21.04	1,418.60	$500.00	$34.25
32D06	Trudeau	CDC	2454287	20-Jul-25	43.48	763.60	$1,200.00	$67.00
32D06	Trudeau	CDC	2505040	19-Nov-24	57.12	$0.00	$1,200.00	$67.00
32D06	Trudeau	CDC	2505041	19-Nov-24	57.12	$0.00	$1,200.00	$67.00
32D06	Trudeau	CDC	2505042	19-Nov-24	57.12	$0.00	$1,200.00	$67.00
32D06	Trudeau	CDC	2505043	19-Nov-24	57.12	$0.00	$1,200.00	$67.00
					359.63	$5,783.02	$8,700.00	$504.75

No work was done on the Eastchester and Trudeau blocks in 2022. Work was focused on defining and testing an orogenic gold-type drill target on the Fabie block. Historic prospecting initially identified the Lac Fabie Nord and Fabie Nord Ouest gold showings with 1.03 to 2.09gpt Au, and several rounds of sampling and two shallow drill holes confirmed the presence of anomalous gold values. Surface mineralization consists of narrow, gold-bearing quartz-carbonate veinlets in the weakly sheared, Fabie Pluton quartz-feldspar porphyry. The revised Technical Report dated August 31, 2021 confirmed the historical results with three of four grab samples assaying greater than 0.50gpt Au up to a maximum of 3.19gpt Au. An induced polarization-resistivity survey in 2017 detected chargeability anomalies near the gold showings.

In September 2022, Prospectair Geosurveys Inc. flew a 91-line kilometre, high-resolution heliborne magnetic and time domain electromagnetic survey over the Fabie block on behalf of the Company. The Fabie Pluton was defined as a strong magnetic high with sharp edges, and a southeast-trending magnetic low within the Fabie Pluton was delineated. The Lac Fabie Nord and Fabie Nord Ouest gold showings were found to lie within this magnetic low and they were also found to roughly correspond to the IPF-08 chargeability anomaly defined in 2017. A five-hole, 627-metre, NQ-diameter drill program was completed in early November 2022 to test a 2D-inversion chargeability model for anomaly IPF-08 in the immediate vicinity of the two historical gold showings.

On January 19, 2023, the Company announced results of the drill program. Gold mineralization was encountered in narrow zones associated with strong silicification and quartz vein stockworks with hematitic selvages containing coarse pyrite and pyrrhotite.

Hole	UTM_E	UTM_N	Elev_m	Azi°	Incl°	Depth_m
FB22-01	618,250	5,364,005	317	180	-50	102
FB22-02	618,250	5,364,005	317	180	-70	150
FB22-03	618,352	5,364,031	316	180	-50	99
FB22-04	618,352	5,364,031	316	180	-70	150
FB22-05	618,300	5,364,031	316	180	-50	126
					Total	**627**

Drill hole coordinates from handheld Garmin 66i GPS receiver, UTM WGS84, Zone 17N.

Hole	Section_mE	From_m	To_m	Interval_m	Au_g/t
FB22-01	1200				Nil
FB22-02	1200				Nil
FB22-03	1300	57.0	61.0	4.0	0.41
	and	82.0	87.0	5.0	0.36
	includes	86.0	87.0	1.0	1.29
FB22-04	1300	65.0	69.0	4.0	0.46
		67.0	68.0	1.0	1.04
FB22-05	1350	100.0	102.0	2.0	0.28

Mark Fekete, a Qualified Person under the definition of National Instrument 43-101 registered as a Professional Geologist in Quebec, has verified the technical data and approved the technical disclosure contained herein for the Eastchester-Fabie-Trudeau Property.

Favourable Lake Greenstone Belt, Ontario

On September 2, 2022, Beyond announced on that it had staked 114 claims covering an area of 2,220 hectares located approximately 190 km north of Red Lake, in the Borland Lake, Favourable Lake, and Gorman River areas of Northwestern Ontario, adjacent to Midex Resources' Berens Project and located near Frontier Lithium Inc. (TSXV: FL) PAK Lithium Property. The claims are located within the Favourable Lake greenstone belt, which surrounds the historic Berens River Mine and contains many untested gold, base metal and lithium occurrences.

The area has an exploration history dating back to the late 1920s; however, it has been subject to only spatially limited ground exploration. Most exploration in the area, including surface drilling and underground development and drilling, has been concentrated on the historical Berens River Mine No. 1 vein, the subparallel unmined No. 3 vein, and the immediate surrounding area. Between 1939 and 1948, Berens River Mines processed 560,707 short tons of mill feed at a rate of approximately 204–250 tons per day from the No. 1 vein, producing 157,339 ounces of gold, 5,684,360 ounces of silver, 4,129,766 pounds of lead, and 740,567 pounds of zinc (see the NI 43-101 technical report on the Berens River Project, dated October 15, 2021, prepared for Midex Resources Limited by qualified person Ian Trinder, M.Sc., P.Geo.).

Peggy Group Lithium Property, Ontario

On January 24, 2023, the company announced 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. Pursuant to the Purchase Agreement, Beyond Minerals paid to the vendor aggregate cash consideration of $125,000, issued a total of 2,500,000 common shares of the Company, and assumed 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 Property covers approximately 7,386 hectares (73.9 km^2). It is located approximately 80 km north of Sioux Lookout, Ontario, 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 highlights the importance of this emerging pegmatite field. The McCombe-Root Lithium project has a historic resource of 2.297 Mt grading 1.3% Li_2O (Mulligan R., Geological Survey of Canada, 1965).

North Trout Lake Lithium Property, Ontario

On February 28, 2023, the Company announced that it was increasing its land position near Frontier Lithium's PAK project with the acquisition of a 100% undivided interest in the 179 contiguous mining claims covering approximately 3,490 hectares (34.9 km2) comprising the North Trout Lake lithium property located approximately 30 km southwest of Sandy Lake, in the province of Ontario (the "Property").

The Property is located approximately 9.5 km east of the Company's other lithium properties (totaling 2,220 hectares) in the Borland Lake, Favourable Lake, and Gorman River areas of Northwestern Ontario, approximately 37 km north of Frontier Lithium Inc.'s (TSXV:FL) PAK and Spark deposits, and approximately 15 km north of Frontier Lithium's spodumene-bearing pegmatite at Pennock Lake. The Pak deposit has a mineral resource of measured, indicated, and inferred categories of 9.3Mt (million tonnes), averaging 2.06% Li_2O and the Spark deposit has a mineral resource estimate of 14.4Mt, averaging 1.4% Li_2O (Frontier Lithium Inc., NI 43-101 Technical Report, PAK Project, PAK, Red Lake Mining District, Ontario, Canada, prepared by BBA with an effective date of April 5, 2021). Frontier Lithium also recently announced a significant expansion of its Pennock Lake pegmatite, with three grab samples grading 1.7%, 1.7% and 3.0% Li_2O.

Greenfield Lithium Properties, Ontario

On March 30, 2023, the Company was granted the exclusive right and option to acquire 57 high potential greenfield lithium properties totaling 125,751 hectares via a series of multi-property option agreements (the "Option Agreements") and acquired through staking three properties totalling 9,104 hectares. Pursuant to the Option Agreements, in order to acquire a 100% interest in the properties, the Company is required to:

- within 5 business days of the date of the Option Agreements, make cash payment of $420,000 and issue 1,880,000 common shares;
- on or before the first anniversary of the date of the Option Agreements, make cash payment of $590,000 and issue 2,490,000 common shares;
- on or before the second anniversary of the date of the Option Agreements, make cash payment of $1,080,000 and issue 3,210,000 common shares; and
- on or before the third anniversary of the date of the Option Agreements, make cash payment of $1,260,000 and issue 3,745,000 common shares.

Upon acquiring a 100% interest in any of the properties, the Company shall grant the optionors a 2.0% NSR on such properties, one-half of each of which may be repurchased by the Company for $1,200,000. In addition, the Company shall pay the optionors a $1,000,000 milestone payment, payable in cash or shares at the option of the Company, for each initial mineral resource estimate filed by the Company in respect of a deposit comprising part of the properties that discloses a deposit or orebody exceeding 5,000,000 metric tonnes with an average grade equal to 1.0% Li_2O or greater.

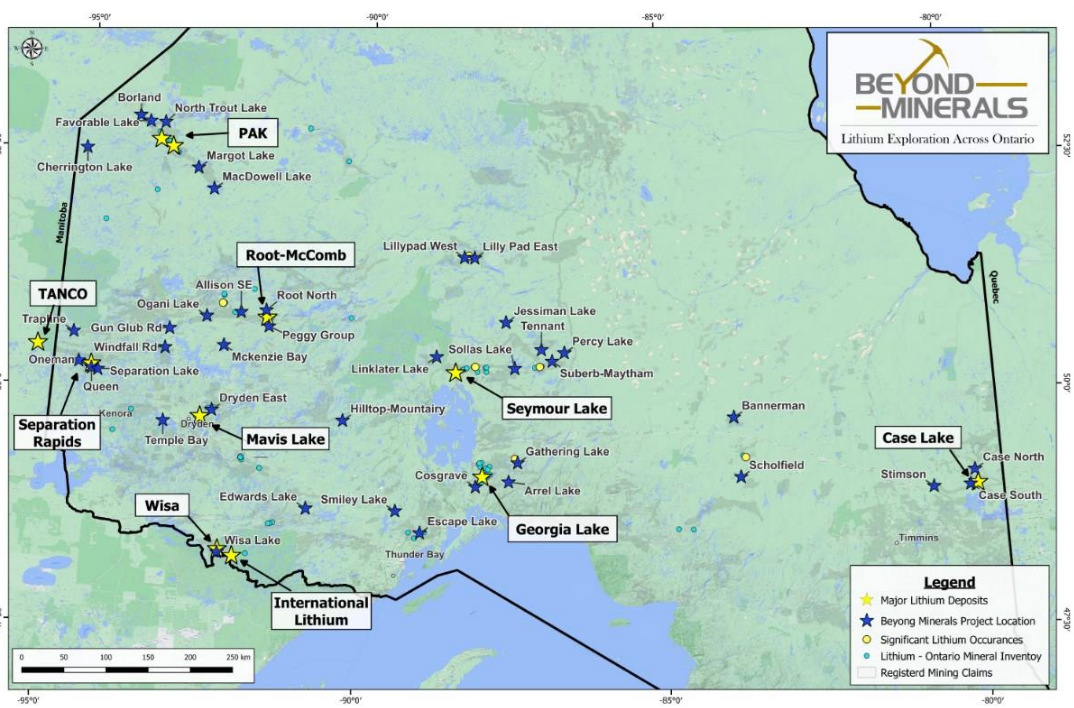

Figure 1 – Location of projects across Ontario
To view an enhanced version of this graphic, please visit:
https://images.newsfilecorp.com/files/8620/160735_3209b1a1e4b7fb75_003full.jpg

The Company expects to focus on the following prime exploration areas for 2023:

- MacDowell (4,137 hectares) and Margot Lake (1,393 hectares) properties in the Frontier Lithium district;
- Cosgrave (6,269 hectares) and Gathering Lake (6,948 hectares) properties in the Georgia Lake district;
- Case Lake North (7,476 hectares), Case Lake South (2,711 hectares), and Stimson (1,630 hectares) properties in the Case Lake district;
- Wisa Lake (6,549 hectares) property;
- Temple Bay (5,111 hectares) and Laval (1,042 hectares) properties in the Dryden district;

- Sollas Lake (6,522 hectares), Tennant Lake (3,544 hectares), Maytham (7,400 hectares) and Superb North (2,054 hectares) properties in the Eastern English River district;
- Mountairy (7,503 hectares) and Hilltop (4,203 hectares) properties; and
- Scholfield (6,346 hectares) property in the Hearst district.

More details can be found in the Company's March 31, 2023 news release.

Craig Gibson, a Director of the Company, a Qualified Person under the definition of National Instrument 43-10, has verified the technical data and approved the technical disclosure contained herein for the Ontario Mineral Property Interests.

Financial Highlights

Financial Performance

Three Months Ended March 31, 2023, Compared with Three Months Ended March 31, 2022

Beyond's net loss totaled $1,981,754 for the three months ended March 31, 2023, with basic and diluted loss per share of $0.10. This compares with a net loss of $21,486 with basic and diluted loss per share of $0.00 for the three months ended March 31, 2022. The increase of $1,960,268 was principally because:

- Exploration and evaluation expenditures increased to $1,483,473 (2022 - $nil) mainly due to the acquisition of various lithium properties in Ontario.

- Consulting fees increased to $78,229 (2022 - $nil) due to increased fees paid to the management and external consultants.

- Marketing increased to $124,132 (2022 - $nil) due to increased investor relations, advertising and promotion.

- Professional fees increased to $100,435 (2022 - $7,633) due to increased accounting, audit, and legal fees.

- Share-based compensation increased to $171,906 (2022 - $nil). Share-based compensation will vary from period to period depending upon the number of options granted and vested during a period and the fair value of the options calculated as at the grant date.

Cash Flow

On March 31, 2023, the Company had cash of $821,338 (December 31, 2022 - $351,219). The increase in cash of $470,119 was a result of cash inflow from financing activities of $1,038,464, partially offset by cash outflow in operating activities of $568,345.

Operating activities were affected by net loss of $1,981,754, adjusted by non-cash adjustments of $1,303,310 for shares issued for non-cash consideration and $171,906 for share-based compensation, and non-cash working capital items of $61,807, which consisted of an increase in prepaid expenses of $148,656 and an increase in sales tax recoverable of $14,181, partially offset by an increase in accounts payable and accrued liabilities of $101,030.

Financing activities were affected by proceeds from the private placement of $1,085,500 and warrants exercised of $13,859, partially offset by share issuance costs of $60,895.

Liquidity and Financial Position

The activities of the Company, principally the acquisition, exploration, and evaluation of mineral properties, are financed through equity offerings and the exercise of warrants or options. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The Company has no operating revenues and therefore must utilize its current cash reserves and other financing transactions to maintain its capacity to meet ongoing discretionary and committed exploration and operating activities.

On March 31, 2023, the Company had a working capital surplus of $900,324 (December 31, 2022 – surplus of $377,398).

On March 31, 2023, the Company has no debt. Its credit and interest rate risk are minimal and amounts payable and other liabilities are short term and non-interest bearing.

The Company's use of cash at present, and in the future will occur, principally in two areas, namely, funding of its general and administrative expenditures and funding of its exploration on its mineral properties. For fiscal 2023, the Company's expected operating expenses are estimated to be $28,500 per month for recurring administrative costs. The Company will continue to evaluate its exploration projects and currently developing a budget for fiscal 2023 work.

The Company intends to use the net proceeds from the IPO (i) to fund exploration and development activities on the Eastchester-Fabie-Trudeau Property; (ii) to complete Phase I of the work program recommended pursuant to the Technical Report (see "Recommendations" section of the Technical Report); and (iii) to complete Phase II of the work program recommended pursuant to the Technical Report in the event that the results of the Phase I exploration program warrant conducting same (see "Recommendations" section of the Technical Report), as indicated in the following table:

Principal Purposes	Funds to be Used [1]	Spent as at March 31, 2023	Difference
Completing Phase I of the work program recommended pursuant to the Technical Report [2]	$155,320	$60,967	$94,353
Completing Phase II of the work program recommended pursuant to the Technical Report [2][3]	$230,079	$98,165	$131,914
New Properties [4]	$1,382,300	$nil	$1,382,300
Total	**$1,767,699**	**$159,132**	**$1,608,567**

Notes:

(1) The Company intends to spend the funds available to it as stated in this MD&A. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary.

(2) See "Material Property - Recommendations" section of the Prospectus for a summary of the work to be undertaken and a breakdown of the estimated costs.

(3) The Phase II work program is contingent upon positive results being obtained from the Phase I work program on the Eastchester-Fabie-Trudeau Property.

(4) On May 15, 2023, the Company closed a non-brokered private placement of 2,764,600 flow-through shares of the Company at $0.50 per share for gross proceeds of $1,382,300 and will be spent on the New Properties.

The Company intends to use the remaining net proceeds from the IPO and the private placements (i) for acquisitions of lithium assets; (ii) to fund exploration and development activities on the Favourable Lake

Greenstone Belt, Peggy Lithium Property, North Trout Lake Lithium Property, and other various Greenfield Lithium Properties (the "New Properties"); (iii) and for general and working capital purposes.

The Company's anticipated general and administrative costs for the next twelve months ended December 31, 2023, are outlined in the table below.

General and Administrative Costs	Budgeted costs December 31, 2023	Spent as at March 31, 2023	Difference
Consulting (5)	$140,000	$78,229	$61,771
Marketing (6)	$10,000	$124,132	($114,132)
Office and administration	$10,000	$3,020	$6,980
Professional fees	$120,000	$100,435	$19,565
Stock-exchange, authorities and communication	$60,000	$20,559	$39,441
Total	**$340,000**	**$326,375**	**$13,625**

Notes:
(5) Starting March 2023, the Company will pay consulting fees of $10,000 per month to Allan Frame, CEO and President of the Company.
(6) The increase in marketing is due to the increase in business activity through the acquisition of new properties and the need to create more awareness to help with fundraising to finance the Company's new exploration activities.

Unutilized net proceeds of the Offering and the Private Placement (together, the "Offerings"), if any, will be invested by the Company in an interest-bearing account with a major Canadian bank and used for working capital requirements. While the Company intends to spend the net proceeds from the Offerings as stated above, there may be circumstances where, for sound business reasons, funds may be re-allocated at the discretion of the Board or management. Upon the completion of the Offerings, the Company's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months.

The Company is an exploration stage company and has not generated cash flow from operations. As of March 31, 2023, the Company had negative cash flow from operating activities. The Company expects to continue to incur negative operating cash flow and losses for the foreseeable future. To the extent that the Company has negative operating cash flow in future periods, it will need to allocate a portion of its cash (including proceeds from the Offerings) to fund such negative cash flow. If the Company experiences future negative cash flow, the Company may also be required to raise additional funds through the issuance of equity or debt securities. See "Risks and Uncertainties" section below.

Related Party Transactions

Key management personnel include those people who have authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers, excluding the Chief Financial Officer ("CFO") and the Corporate Secretary. Beyond was a party to the following transactions with related parties:

Consulting fees	Three Months Ended March 31, 2023 $	Three Months Ended March 31, 2022 $
Allan Frame [(1)]	10,000	Nil
Craig Gibson [(2)]	5,396	Nil
Total	**15,396**	**Nil**

Professional fees	Three Months Ended March 31, 2023 $	Three Months Ended March 31, 2022 $
Marrelli Support Services Inc. [(3)]	22,094	3,019
MLT Aikins LLP [(4)]	70,350	11,076
Total	**92,444**	**14,095**

Stock exchange, authorities and communication	Three Months Ended March 31, 2023 $	Three Months Ended March 31, 2022 $
DSA Filing Services Ltd. [(3)]	4,160	Nil
Total	**4,160**	**Nil**

Share Issue Costs	Three Months Ended March 31, 2023 $	Three Months Ended March 31, 2022 $
MLT Aikins LLP [(4)]	33,057	Nil
Total	**33,057**	**Nil**

Share-based compensation [(5)]	Three Months Ended March 31, 2023 $	Three Months Ended March 31, 2022 $
Allan Frame	83,200	Nil
Michelle DeCecco	28,080	Nil
Total	**111,280**	**Nil**

[(1)] During the three months ended March 31, 2023, the Company incurred expenditures of $10,000 (three months ended March 31, 2022 - $nil) to the Chief Executive Officer ("CEO") of the Company for consulting services and disbursements related to general working capital purposes.

(2) During the three months ended March 31, 2023, the Company incurred expenditures of $5,396 (three months ended March 31, 2022 - $nil) to the former CEO of the Company for consulting services and disbursements related to general working capital purposes.

(3) During the three months ended March 31, 2023, the Company paid professional fees of $22,094 (three months ended March 31, 2022 - $3,019) and stock exchange, authorities and communication expense of $4,160 (three months ended March 31, 2022 - $1,951) to corporations controlled by Carmelo Marrelli. Mr. Marrelli is the CFO of the Company. These services were incurred in the normal course of operations for general accounting and financial reporting matters, including disbursements. Included in the March 31, 2023, accounts payable and accrued liabilities is $11,218 (December 31, 2022 - $2,532) due to corporations controlled by the CFO of the Company.

(4) During the three months ended March 31, 2023, the Company incurred expenditures of $103,407 (three months ended March 31, 2022 - $11,076) to MLT Aikins LLP for legal services, including disbursements, of which $70,350 (three months ended March 31, 2022 - $11,076) was recorded in profit or loss, and $33,057 (three months ended March 31, 2022 - $nil) was recorded as a reduction to share capital. Tom Provost is a lawyer at MLT Aikins LLP and is the Company's legal counsel, Corporate Secretary and a director. Included in the March 31, 2023 accounts payable and accrued liabilities is $9,852 (December 31, 2022 - $624) due to MLT Aikins LLP.

(5) During the three months ended March 31, 2023, the Company recorded share-based compensation expense of $111,280 (three months ended March 31, 2022 - $nil) related to stock options granted to directors and officers of the Company.

Due to shareholders represents amounts that are due to shareholders of the Company from working capital advances and for operating expenses within the normal course of business. These amounts are unsecured, non-interest bearing and have no specific terms of repayment. These amounts are generally reimbursed in the regular course of business, and as such, any amounts are recorded as accounts payable and accrued liabilities. The total amount due to shareholders that beneficially owned or exercised control or direction over common shares of the Company carrying more than 10% voting rights attached to all common shares of the Company that is included in accounts payable and accrued liabilities as of March 31, 2023 is $1,250 (December 31, 2022 - $1,250).

Proposed Transactions

There is no imminent decision by the Board of Directors of the Company with respect to any transactions beyond what is contemplated in this document. The Company continues to evaluate properties and corporate opportunities to advance its exploration, development and objectives.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Only investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment should undertake such investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risks and Uncertainties" in the Company's Annual MD&A for the fiscal year ended December 31, 2022, available on SEDAR at **www.sedar.com**.

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements, and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with the issuer's GAAP (IFRS). The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.