

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

Item 1. Name and Address

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

Item 2. Date of Material Change

September 14, 2023 and September 20, 2023

Item 3. News Release

The material change was described in news releases disseminated on September 18, 2023 and September 21, 2023..

Item 4. Summary of Material Change

The Corporation completed the acquisition of a 100% undivided interest in 243 non-contiguous mining claims (collectively, the “**Acquisitions**”) comprising the Ear Falls project and expansions of its optioned properties known as the Ogani Lake, Maytham, Superb Lake North, Cosgrave, Sydere, McKenzie Bay, and Wenesaga properties located in the province of Ontario (collectively, the “**Properties**”). The Acquisitions were completed pursuant to the terms and conditions of a series of mineral property purchase agreements (collectively, “**Purchase Agreements**”) entered into by the Corporation, as purchaser, with various prospectors and other arm’s length vendors, as vendors (the “**Vendors**”).

Pursuant to the Purchase Agreements, the Corporation paid to the vendors aggregate cash consideration of \$138,300, issued a total of 311,768 common shares in the share capital of the Corporation (the “**Shares**”), and granted net smelter return royalties on the mining claims comprising the Properties at rates ranging between 2% to 3% of net smelter returns, one-third to one-half of which may be repurchased by the Corporation at prices ranging between \$1,000,000 to \$1,500,000 (the “**NSR Royalties**”). In addition, the Corporation shall pay to certain vendors milestone payments ranging from \$100,000 to up to \$1,100,000 upon the achievement of certain project milestones, including the announcement of a maiden resource and completion of a preliminary economic assessment, a pre-feasibility study, or a feasibility study.

Item 5. Full Description of Material Change

The Corporation, as purchaser, entered into the series of Purchase Agreements with the Vendors, dated between August 29, 2023 and September 15, 2023. Pursuant to the Purchase Agreement, the Corporation:

- (a) paid to the Vendors aggregate cash consideration of \$138,300;
- (b) issued a total of 311,768 Shares; and
- (c) granted the NSR Royalties.

The Corporation completed the Acquisitions of the Properties from the Vendors on September 14, 2023 and September 20, 2023 pursuant to the terms and conditions of the Purchase Agreements.

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

Item 9. Date of Report

September 22, 2023.