

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Madi Minerals Ltd. (the "**Company**")
615-800 West Pender Street
Vancouver, British Columbia
Canada V6C 2V6

Item 2. Date of Material Change

April 11, 2022

Item 3. News Release

News Release dated April 11, 2022, was disseminated through Canada Stockwatch.

Item 4. Summary of Material Change

On April 11, 2022, the Company completed its initial public offering of 4,025,000 common shares in its capital at a price of \$0.10 per Share for gross proceeds of \$402,500.

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

On April 11, 2022, the Company completed its initial public offering (the "**IPO**") of 4,025,000 common shares in its capital (each as "**Share**") at a price of \$0.10 per Share for gross proceeds of \$402,500.

In connection with the IPO, Research Capital Corporation (the "**Agent**") received a cash commission equal to \$40,250 and a corporate finance fee. Additionally, the Company granted the Agent, and its selling group, non-transferable compensation options entitling the holder to purchase an aggregate of 402,500 Shares at a price of \$0.10 per Share, exercisable on or before April 11, 2024.

A full description of the material change is attached hereto as Schedule "A".

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Gary Musil, Chief Executive Officer
Telephone: 604-787-7356

Item 9. Date of Report

April 14, 2022

Schedule "A"

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MADI MINERALS LTD.
615 – 800 West Pender Street
Vancouver, British Columbia
V6C 2V6

Madi Minerals Completes Initial Public Offering and Lists on the Canadian Securities Exchange

Vancouver, British Columbia, April 11, 2022: Madi Minerals Ltd. (the "Company" or "Madi Minerals") (CSE: MADI) is pleased to announce that on April 11, 2022, it completed its initial public offering (the "IPO") of 4,025,000 common shares in its capital (each a "Share") at a price of \$0.10 per Share for gross proceeds of \$402,500.

The net proceeds from the IPO will be used for working capital purposes, for general and administrative purposes, to carry out exploration of the Company's Georgina Property located in northern Vancouver Island, BC and to make payments pursuant to the option agreement in respect of the Georgina Property.

Research Capital Corporation acted as agent (the "Agent") for the IPO. The Agent received a cash commission equal to \$40,250 and a corporate finance fee. Additionally, the Company granted the Agent, and its selling group, non-transferable compensation options entitling the holder to purchase an aggregate of 402,500 Shares at a price of \$0.10 per Share, exercisable on or before April 11, 2024.

The Shares were approved for listing on the Canadian Securities Exchange (the "Exchange") and are expected to commence trading on the Exchange on April 12, 2022, under the symbol ("MADI").

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 Madi Minerals Ltd.

Madi Minerals Ltd. 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 on the Georgina Project. The Georgina Property consists of 1 mineral claim covering an area of 2,069 ha approximately 20 km south of the coastal town of Sayward; 105 km north of Campbell River on Vancouver Island, within the Nanaimo Mining Division.

For more information, please refer to the Company's prospectus dated March 18, 2022, available on SEDAR (www.sedar.com).

On Behalf of the Board of Directors

Gary Musil
Chief Executive Officer and Director

For further information, please contact:

Gary Musil
Chief Executive Officer and Director
(604) 787-7356

Forward-Looking Statements:

This news release includes certain forward-looking statements and forward-looking information (collectively, "forward-looking statements") 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 statements. 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 making the forward-looking statements 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 Georgina Project, the availability of financing on suitable terms, and the Company's ability to comply with environmental, health and safety laws.

Forward-looking statements involve 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 forward-looking statements. Such risks and other factors include, among others, statements as to the anticipated business plans and timing of future activities of the Company, including the Company's option to acquire the Georgina Project, the proposed expenditures for exploration work thereon, 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 March 18, 2022, and other filings of the Company with the Canadian Securities 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 statements. The Company undertakes no obligation to update any of the forward-looking statements in this news release except as otherwise required by law.