

**FORM 51-102F3
Material Change Report**

Item 1. Reporting Issuer

Madi Minerals Ltd. (the “**Company**”)
615 – 800 West Pender Street
Vancouver, BC V6C 2V6

Item 2. Date of Material Change

May 04, 2022

Item 3. Press Release

News release dated May 4, 2022 was disseminated through Canada Stockwatch and Market News Publishing Inc..

Item 4. Summary of Material Change

On May 4, 2022 the Company granted a total of 800,000 incentive stock options to consultants in accordance with the Company’s current stock option plan. Each option is exercisable into one common share of the Company at a price of \$0.10 per share for a period of three years from the date of the grant.

Item 5. Full Description of Material Change

On May 4, 2022 the Company announced that it has granted a total of 800,000 incentive stock options to consultants in accordance with the Company’s current stock option plan. Each option is exercisable into one common share of the Company at a price of \$0.10 per share for a period of three years from the date of the grant.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Gary Musil, President and CEO and Director
(604) 787-7356

Item 9. Date of Report

May 5, 2022