

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

Item 1 Name and Address of Company

Madi Minerals Ltd. (the "**Company**")
Suite 1240 - 789 West Pender Street
Vancouver, British Columbia V6C 1H2

Item 2 Date of Material Change

August 18, 2022 and September 14, 2022

Item 3 Date of News Release

The Company disseminated news releases on August 18, 2022 and September 16, 2022, via Stockwatch and Market News Publishing Inc. and filed it via SEDAR with the British Columbia, Alberta and Ontario Securities Commissions and the Canadian Stock Exchange.

Item 4 Summary of Material Change

The Company announced that Binyomin Posen has been appointed as a director and Gary Musil has resigned as a director of Madi Minerals Ltd.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news releases dated August 18, 2022 and September 16, 2022, respectively, which are available at www.sedar.com.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Michael England, President, CEO and Director, (604) 683-3995
Email: mike@engcom.ca

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 16th day of September, 2022.

MADI MINERALS LTD.

"Michael England"
Per: Michael B. England