

## FORM 51-102F3

### MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Bessor Minerals Inc. (“**Bessor**”)  
1680 - 200 Burrard St.  
Vancouver, BC V6C 3L6

2. **Date of Material Change**

September 19, 2022

3. **News Release**

A press release was disseminated on September 19, 2022 via GlobeNewswire.

4. **Summary of Material Change**

Bessor announced completion of a \$250,000 non-brokered Private Placement Financing.

5. **Full Description of Material Change**

5.1. **Full Description of Material Change**

Bessor is pleased to announce that, further to its news releases dated September 6, 2022, it has completed its previously announced non-brokered private placement offering on September 19, 2022, pursuant to which Bessor issued 5,000,000 common shares in the capital of Bessor (“**Common Shares**”) at a price of \$0.05 per Common Share, for aggregate gross proceeds of \$250,000 (the “**Private Placement**”). All securities issued in connection with the Private Placement are subject to a hold period of four months and one day from September 19, 2022. The net proceeds from the Private Placement will be used for: potential exploration of Bessor’s properties; potential future acquisitions; and general working capital. The Private Placement was completed using available prospectus exemptions under securities laws, including the accredited investor exemption and the close friends, family and business associates exemption.

**MI 61-101 and TSXV Policy 5.9 Disclosure**

Of the 5,000,000 Common shares issued pursuant to the Private Placement, 2,000,000 Common Shares were issued directly or indirectly to Arif Merali, a director of Bessor. Mr. Merali directly acquired 1,000,000 Common Shares, and indirectly acquired 1,000,000 Common Shares as the beneficial holder of shares purchased by 1642192 Alberta Ltd.

Bessor relied on section 5.5(b) of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”) as the exemption from the formal valuation requirements of MI 61-101 and TSX Venture Exchange Policy 5.9 in respect of the issuance of the Common Shares to the director of Bessor as the Common Shares of Bessor are not listed on a specified market (and the Common Shares are only listed on the TSX Venture Exchange). The Corporation relied on section 5.7(1)(b) of MI 61-101 as the exemption from the

minority approval requirements of MI 61-101 and TSX Venture Exchange Policy 5.9 in respect of the issuance of Common Shares to the director of the Corporation as Bessor is not listed on a specified stock exchange and, at the time the Private Placement was agreed to, neither the fair market value of the securities to be distributed pursuant to the Private Placement to such persons, nor the consideration to be received for those securities, will exceed \$2,500,000.

No special committee was established in connection with the Private Placement. The Board of Directors of Bessor has unanimously approved the Private Placement and no materially contrary view or abstention was expressed or made by any director in relation to the Private Placement. The material change report to be filed in relation to the closing of the Private Placement will not be not filed at least 21 days prior to the completion of the Private Placement as contemplated by MI 61-101. Bessor believes that this shorter period is reasonable and necessary in the circumstances as the completion of the Private Placement occurred shortly before the issuance of such material change report in relation to the Private Placement.

***Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this material change report.***

***Forward Looking Statement:*** This material change report contains certain forward-looking information. All statements included herein, other than statements of historical fact, are forward-looking information and such information involves various risks and uncertainties. In particular, this material change report contains forward-looking information in relation to: the Private Placement, including the potential use of proceeds of the Private Placement, including potential exploration and development of Bessor's properties and potential future acquisitions. There can be no assurance that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. This forward-looking information reflects Bessor's current beliefs and is based on information currently available to Bessor and on assumptions Bessor believes are reasonable. These assumptions include, but are not limited to: the current share price of Bessor's common shares; Bessor's current and initial understanding and analysis of its projects; Bessor's general and administrative costs remaining constant; market acceptance of Bessor's business model, goals and approach; the availability of potential acquisitions and prices acceptable to Bessor; and the feasibility and reasonableness of conducting exploration on and developing any of Bessor's projects. Forward-looking information is subject to known and unknown risks, uncertainties and other factors which may cause the actual results, level of activity, performance or achievements of Bessor to be materially different from those expressed or implied by such forward-looking information. Such risks and other factors may include, but are not limited to: there is no certainty that the ongoing work programs will result in significant or successful exploration and development of Bessor's properties; uncertainty as to the actual results of exploration and development or operational activities; uncertainty as to the availability and terms of future financing on acceptable terms; uncertainty as to timely availability of permits and other governmental approvals; Bessor may not be able to comply with its ongoing obligations regarding its properties; the early stage development of Bessor and its projects; general business, economic, competitive, political and social uncertainties; capital market conditions and market prices for securities, junior market securities and mining exploration company securities; commodity prices; the actual results of current exploration and development or operational activities; competition; changes in project parameters as plans continue to be refined; accidents and other risks inherent in the mining industry; lack of insurance; delay or failure to receive board or regulatory approvals; changes in legislation, including environmental legislation or income tax legislation, affecting Bessor; conclusions of economic evaluations; and lack of qualified, skilled labour or loss of key individuals. A description of additional risk factors which may cause actual results to differ materially from forward-looking information can be found in Bessor's disclosure documents on the SEDAR website at [www.sedar.com](http://www.sedar.com). Although Bessor has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not

to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. Bessor does not undertake to update any forward-looking information except in accordance with applicable securities laws.

5.2. **Disclosure for Restructuring Transactions**

Not Applicable.

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

Not Applicable

7. **Omitted Information**

Not Applicable

8. **Executive Officer**

The name and business number of the executive officer of Bessor Minerals Inc. who is knowledgeable about the material change and this report is:

Jason Riley – President, Chief Executive Officer and Director  
Telephone: (604) 678-5308

9. **Date of Report**

September 21, 2022