

FORM 51-102F3

Material Change Report

**UNDER SECTION 7.1 OF
NATIONAL INSTRUMENT 51-102**

1. **Name and Address of Head Office of the Company:**

Benchmark Metals Inc.
10545 – 45 Avenue NW
250 Southridge, Suite 300
Edmonton, AB T6H 4M9
Phone: (780) 437-6624
(the “Company”)

2. **Date of Material Changes:**

December 30, 2019

2. **News Release:**

A news release was disseminated on December 30, 2019 and was subsequently filed on SEDAR.

4. **Summary of Material Changes:**

By an agency agreement with Sprott Capital Partners LP and PI Financial Corp. in connection with a brokered private placement, the Company has raised gross proceeds of \$6,153,000 by the issuance of 13,673,334 FT Units.

5. **Full Description of Material Changes:**

Please see attached Schedule “A”.

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

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer:**

Jim Greig, President
Telephone: (778) 788-2745

9. **Date of Report:**

December 30, 2019



Schedule "A"

Benchmark Metals Inc.
10545 - 45 Avenue NW
250 Southridge, Suite 300
Edmonton, AB CANADA T6H 4M9

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**BENCHMARK CLOSES UNIT OFFERING
FOR GROSS PROCEEDS OF \$6.15 MILLION**

Edmonton – December 30, 2019 – Benchmark Metals Inc. (the "**Company**" or "**Benchmark**") (TSX-V: BNCH) (OTCQB: CYRTF) (WKN: A2JM2X) – is pleased to announce that it has completed the closing of its previously announced private placement (the "**Offering**") of 13,673,334 flow-through units (the "**FT Units**"), which were sold at an offering price of \$0.45 per FT Unit to raise aggregate gross proceeds to the Company of \$6,153,000. Each FT Unit consists of one (1) flow-through common share of the Company (a "**FT Share**") and one-half (1/2) of a non flow-through common share purchase warrant (each whole common share purchase warrant, a "**Warrant**"). Each Warrant is exercisable to acquire one (1) additional common share of the Company ("**Common Share**") at an exercise price of \$0.40 per Common Share until December 30, 2021. All of the Common Shares and Warrants comprising the FT Units were resold (the "**Resale Securities**") by subscribers of the FT Units under the Offering to purchasers arranged by the Agents (defined below).

Mr. Eric Sprott, through 2176423 Ontario Ltd., a corporation that is beneficially owned by him, purchased 2,260,000 Resale Securities (comprised of 2,260,000 Common Shares and 1,130,000 Warrants) resulting in Mr. Sprott holding, together with his prior holdings, approximately 14.2% of Benchmark's issued and outstanding Common Shares, based upon 110,053,273 Common Shares outstanding following completion of the Offering. If Mr. Sprott were to exercise all of his warrants to purchase Common Shares including the Warrants, he would hold a 19.85% partially-diluted ownership position in Benchmark.

The Offering was completed pursuant to an agency agreement dated December 30, 2019 between the Company, Sprott Capital Partners LP as lead agent (the "**Lead Agent**") and PI Financial Corp. (collectively with the Lead Agent, the "**Agents**"). In respect of the closing, the Company paid a cash commission to the Agents of 6.0% of the gross proceeds raised, and issued 820,400 non-transferable common share purchase warrants (the "**Agents' Warrants**") exercisable to purchase up to 820,400 Common Shares at \$0.45 per Common Share until December 30, 2021.

The gross proceeds from the sale of the FT Shares will be used only to finance further qualifying Canadian exploration expenditures on the Lawyers Property by no later than December 31, 2020, and will qualify as "flow-through mining expenditures" as defined under subsection 127(9) of the *Income Tax Act* (Canada) and subsection 4.721(1) of the *Income Tax Act* (B.C.).

The FT Shares and Warrants comprising the FT Units and the Agents' Warrants are subject to a hold period until May 1, 2020, in accordance with applicable securities laws.

About Benchmark Metals Inc.

Benchmark is a Canadian mineral exploration company with its common shares listed for trading on the TSX Venture Exchange in Canada, the OTCQB Venture Market in the United States, and the Tradedate Exchange in Europe. Benchmark is managed by proven resource sector professionals, who have a track record of advancing exploration projects from grassroots scenarios through to production.

ON BEHALF OF THE BOARD OF DIRECTORS

s/ "John Williamson"

John Williamson, Chief Executive Officer

For further information, please contact:

Jim Greig, President

jimg@BNCHmetals.com

Tel: (604) 260-6977

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