

FORM 51-102F3

Material Change Report

Item 1 Name and Address of Issuer:

BeMetals Corp. (the "**Corporation**" or "**BeMetals**")
Park Place, Suite 3400 – 666 Burrard Street
Vancouver, British Columbia, V6C 2X8

Item 2 Date of Material Change:

September 8, 2023

Item 3 News Release:

A news release (the "**News Release**") reporting the material change was issued by BeMetals and disseminated through Accesswire pre-market on September 11, 2023 and subsequently filed on SEDAR+ under the Corporation's profile at www.sedarplus.ca

Item 4 Summary of Material Change:

The Corporation closed its previously announced non-brokered private placement to B2Gold Corp. ("**B2Gold**"), a related party, of an unsecured convertible debenture in the principal amount of C\$3,300,000. B2Gold funded its subscription in the private placement by applying the principal amount of the previously issued C\$1,750,000 bridge loan and by providing an additional C\$1,550,000 of new investment.

Item 5 Full Description of Material Change:

The Corporation closed its previously announced non-brokered private placement of C\$3,300,000 (the "**Offering**") by issuing a C\$3,300,000 convertible debenture (the "**Convertible Debenture**") to strategic investor B2Gold, a related party of the Corporation. B2Gold funded its subscription in the Offering by applying the principal amount of the previously issued C\$1,750,000 bridge loan and by providing an additional C\$1,550,000 of new investment.

The Convertible Debenture matures on September 8, 2028 and bears an interest rate of 7% per annum calculated and compounded annually in arrears on each anniversary date. The principal amount of the Convertible Debenture is convertible into common shares of BeMetals ("**Common Shares**") at the option of the holder at any time on or before the maturity date at a price of \$0.25 per Common Share. Accrued interest on the Convertible Debenture is convertible into Common Shares at the option of the holder on the maturity date at a price per Common Share that is the greater of \$0.25 and market price at the time of conversion (subject to prior approval by the TSX Venture Exchange). The Convertible Debenture, and any accrued interest thereon, is repayable by the Corporation in part or in full at any time without penalty. The proceeds of the Offering will be used for continued exploration of the Corporation's portfolio of gold projects in Japan and its copper project in Zambia, as well as for general working capital. The Convertible Debenture, and the Common Shares that can be acquired on conversion thereof, are subject to a hold period ending on January 9, 2024. The Corporation is not paying any bonuses, finder's fees, commissions, or transaction fees with regards to the Offering.

As announced on August 1, 2023 and included in the Corporation's material change report dated August 11, 2023 filed on SEDAR+ under the Corporation's profile at www.sedarplus.ca, the Corporation received a C\$1,750,000 unsecured bridge loan (the "**Bridge Loan**") from B2Gold. The principal amount of the Bridge Loan was applied as partial subscription funds for the Offering, therefore the principal amount of the Bridge Loan has been repaid in full.

Disclosure Required by MI 61-101

Pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), the Offering is considered a related party transaction as B2Gold, a related party, was the sole subscriber in the Offering.

(a) a description of the transaction and its material terms:

The details of the Offering are described above under Item 5 – Full Description of Material Change.

(b) the purpose and business reasons for the transaction:

BeMetals completed the Offering as a means of financing for continued exploration of the Corporation's portfolio of gold projects in Japan and its copper project in Zambia, as well as for general working capital.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

The effect of the completion of the Offering is that BeMetals has additional capital to carry out its corporate strategy including ongoing exploration of the Corporation's mineral projects and the potential identification of additional mineral projects for acquisition.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

In connection with closing of the Offering, B2Gold acquired the Convertible Debenture which can be converted into up to 13,200,000 common shares upon conversion of the principal amount of the Convertible Debenture and such additional common shares as may become issuable upon conversion of accrued interest on the Convertible Debenture.

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

Prior to the closing of the Offering, B2Gold owned 33,276,115 common shares of the Corporation, equal to 18.76% of the issued and outstanding common shares of the Corporation. As a result of the acquisition of securities in the Offering, along with previously held securities, B2Gold owns 33,276,115 common shares of the Corporation representing 18.76% of the issued and outstanding common shares of the Corporation on a non-diluted basis and up to 24.39% on a partially diluted basis assuming the conversion of the principal amount of the Convertible Debenture into up to

13,200,000 common shares of the Corporation. B2Gold can also acquire additional common shares of the Corporation from the conversion of accrued interest on the Convertible Debenture on the maturity date, but such amount is not known at this time as the conversion is subject to a minimum conversion price of market price as set by the policies of the TSX Venture Exchange.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

Information regarding the review and approval process of the Offering by the Corporation's board of directors was included in the Corporation's Information Circular dated August 1, 2023 which was mailed to shareholders of the Corporation and filed on SEDAR+ under the Corporation's profile at www.sedarplus.ca

(f) A summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:

(i) that has been made in the 24 months before the date of the material change report:

Not Applicable.

(ii) the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:

Not Applicable.

(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

The details of the Offering are described above under the Item 5 – Full Description of Material Change.

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:

BeMetals relied on the exemption from formal valuation pursuant to section 5.5(b) of MI 61-101(Issuer not listed on Specified Markets) in respect of the Offering as the Corporation does not have securities listed or quoted on any of the specified markets.

BeMetals obtained majority of the minority shareholder approval in respect of the Offering, in accordance with MI 61-101, at the Corporation's annual and special meeting of shareholders held on September 6, 2023.

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

Not applicable.

Item 7 Omitted Information:

No significant facts otherwise required to be disclosed in this report have been omitted.

Item 8 Executive Officer:

For further information, please contact:

John Wilton, Chief Executive Officer
BeMetals Corp.
Phone: (604) 928-2797

Item 9 Date of Report:

September 18, 2023