

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1. Name and Address

St. Anthony Gold Corp. (the "**Company**")
Suite 702 - 595 Howe Street
Vancouver, BC
V6C 2T5

Item 2. Date of Material Change

June 1, 2022

Item 3. News Release

The news release describing the material change was disseminated on June 1, 2022 through Accesswire and filed on SEDAR.

Item 4. Summary of Material Change

The Company announced that it has signed a Purchase and Sale Agreement (the "Purchase Agreement") to sell all of its rights and title to the Panama Lake Property (the "Property") held to Trillium Gold Mines Inc. ("Trillium"). Pursuant to the terms of the Purchase Agreement, at closing, Trillium will pay St. Anthony, Cdn \$500,000 in cash and issue 1,000,000 common shares in the capital of Trillium (the "Common Shares").

The Company also announced that Santhokh Sahota has resigned from the board. Mr. Mario Drolet, of Montreal, has been appointed to the board vacancy.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has signed a Purchase and Sale Agreement (the "Purchase Agreement") to sell all of its rights and title to the Panama Lake Property (the "Property") held to Trillium Gold Mines Inc. ("Trillium").

Pursuant to an assignment and assumption agreement to be entered into on the closing of the transactions contemplated by the Purchase Agreement (the "Assignment Agreement" together with the Original Option Agreement, the "Option Agreement"), among Trillium and St. Anthony, St. Anthony will assign all of its rights and obligations under the Original Option Agreement to Trillium. In addition, pursuant to the Assignment Agreement, Benton Resources Inc. ("Benton Resources") will agree to consent to the assignment and will agree to register 100% of the Property's title to Trillium while retaining its 50% ownership interest in the Property until such time as Trillium fulfils its option to earn 100% interest.

Pursuant to the terms of the Purchase Agreement, at closing, Trillium will pay St. Anthony, Cdn \$500,000 in cash and issue 1,000,000 common shares in the capital of Trillium (the "Common Shares"). In the event Trillium acquires a 100% interest in the Property, St. Anthony may cause Trillium to exercise its Buy-Back Right under the Option Agreement to repurchase from Benton Resources one-half of the 2% Net Smelter Royalty on the Property and convey such repurchased 1% Net Smelter Royalty to St. Anthony in exchange for a cash payment by St. Anthony to Trillium of \$1,000,000.

The Common Shares of Trillium Gold issued under the Purchase Agreement will be subject to a four-month holding period from the closing date. The Purchase Agreement is subject to the approval of the TSXV and other applicable regulatory authorities.

The Company also announced that Santhokh Sahota has resigned from the board. Mr. Mario Drolet, of Montreal, has been appointed to the board vacancy.

5.2 *Disclosure for Restructuring Transactions*

Not applicable.

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

Not applicable.

Item 7. Omitted Information

No information has been omitted in respect of this material change.

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Peter Wilson, President
Telephone: 604 484-0355

Item 9. Date of Report

June 1, 2022.