

**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

July 18, 2022

Item 3. News Release

The news release describing the material change was disseminated on July 18, 2022 through Accesswire and filed on SEDAR.

Item 4. Summary of Material Change

The Company announced that it has closed the previously announced sale of all of its rights and title to the Panama Lake Property (the “Property”) to Trillium Gold Mines Inc. (“Trillium”). Trillium paid St. Anthony \$500,000 in cash and issued 1,000,000 common shares in the capital of Trillium to the Company.

The Company also agreed to issue 3,000,000 bonus common units from treasury to management and consultants in respect to the closing of this transaction. Each unit consists of one common share and one common share warrant entitling the holder to one additional common share for \$0.05 for a period of 2 years.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has closed the previously announced sale of all of its rights and title to the Panama Lake Property (the “Property”) to Trillium Gold Mines Inc. (“Trillium”).

Trillium paid St. Anthony \$500,000 in cash and issued 1,000,000 common shares in the capital of Trillium to the Company. In the event Trillium acquires a 100% interest in the Property, St. Anthony has a one-year option to cause Trillium to exercise its buy-back right 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.

The Company also agreed to issue 3,000,000 bonus common units from treasury to management and consultants in respect to the closing of this transaction. Each unit

consists of one common share and one common share warrant entitling the holder to one additional common share for \$0.05 for a period of 2 years.

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: 604 649-0945

Item 9. Date of Report

July 29, 2022.