

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

Item 1. Name and Address

Spark Energy Minerals Inc. (formerly St. Anthony Gold Corp.) (the “**Company**”)
Suite 702 - 595 Howe Street
Vancouver, BC
V6C 2T5

Item 2. Date of Material Change

January 24, 2023

Item 3. News Release

The news release describing the material change was disseminated on January 24, 2023 through Stockwatch and filed on SEDAR.

Item 4. Summary of Material Change

The Company announced The Company announced that the Corporation and an arm’s length creditor have entered into an agreement for payment of indebtedness in the aggregate total of \$96,373.89 through conversion of such debt into 1,284,985 common shares of the Corporation (the “Common Shares”) at a deemed price of \$0.075 per Common Share.

Item 5. Full Description of Material Change

5.1 *Full Description of Material Change*

The Company announced that the Corporation and an arm’s length creditor have entered into an agreement for payment of indebtedness in the aggregate total of \$96,373.89 (the “Shares for Debt Transaction”) through conversion of such debt into common shares of the Corporation (the “Common Shares”). Pursuant to the Shares for Debt Transaction, the Corporation will issue an aggregate of 1,284,985 Common Shares, at a deemed price of \$0.075 per Common Share. The proposed shares for debt settlement is subject to the approval of the Canadian Securities Exchange.

The Common Shares issued will be subject to a four month hold period.

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

January 25, 2023.