

**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

March 6, 2024

Item 3. News Release

The news release describing the material change was disseminated on March 6, 2024 through Newsfile Corp. and filed on SEDAR+ at www.sedarplus.ca.

Item 4. Summary of Material Change

The Company announced that it has entered into a purchase agreement (the “Purchase Agreement”) with Tristar Energy Corp. (“Tristar”) pursuant to which it would acquire Tristar’s option (the “Option”) to acquire Minas Gerais mining permits located in the state of Minas Gerais (the “Property”), Brazil, known as Brazil’s Lithium Valley (the “Acquisition”).

The Company further announced that, subject to the policies of the CSE, it intends to complete a private placement of up to \$1,000,000 by offering up to 13,333,333 units of the Company (each a “Financing Unit”) at a price of \$0.075 per unit (the “Financing”).

The Company intends to use the proceeds from the Financing to fund the Acquisition Payment, perform exploration work on the Property, marketing and investor relations, and general working capital.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has entered into a purchase agreement (the “Purchase Agreement”) with Tristar Energy Corp. (“Tristar”) pursuant to which it would acquire Tristar’s option (the “Option”) to acquire Minas Gerais mining permits located in the state of Minas Gerais (the “Property”), Brazil, known as Brazil’s Lithium Valley (the “Acquisition”).

Under the terms of the Purchase Agreement, the Company will purchase the option to acquire 100% of the Property by issuing 15,000,000 common shares units at a deemed price of \$0.15 per unit, each unit consisting of one common share and one common share purchase warrant entitling the holder to acquire one further common share for 2 years at a price of \$0.15.

The terms of the Option require Spark to make one \$400,000 payment on or before May 26, 2024.

The Property comprises 23 mineral claims totaling 39,596.63 hectares of surface area. It is strategically located approximately 11 kilometers east from both Sigma Lithium Corporation's ("Sigma") Groto do Cirilo Project, and Lithium Iconic Inc.'s Itinga Project, and 13 kilometers east of Atlas Lithium Corp.'s ("Atlas Lithium") Neves Project, in the State of Minas Gerais, Brazil. Sigma's properties are located in the municipalities of Araçuaí and Itinga, in Brazil's mining-friendly Minas Gerais State, approximately 450 kilometres northeast of the state capital of Belo Horizonte. Sigma holds 27 mineral rights in four properties spread over 19,100 hectares, which include nine past-producing lithium mines. Atlas Lithium controls approximately 24,233 hectares of mineral rights in Lithium Valley.

Closing of the proposed Acquisition is subject to the policies of the Canadian Securities Exchange (the "CSE") and receipt of all other necessary regulatory approvals, as well as the satisfaction of the customary closing conditions set forth in the Purchase Agreement.

The securities comprising the units will be subject to a hold period of four months and one day from the date of issuance. No new control person, as defined under the policies of the CSE, will be created.

The Company further announces that, subject to the policies of the CSE, it intends to complete a private placement of up to \$1,000,000 by offering up to 13,333,333 units of the Company (each a "Financing Unit") at a price of \$0.075 per unit (the "Financing"). Each Financing Unit will consist of one common share in the capital of the Company (each, a "Financing Share") and one warrant to purchase an additional common share (each, a "Warrant Share", and collectively with the Financing Units and the Financing Shares, the "Financing Securities") at a price of \$0.12 per Warrant Share for a period of two years from the date of issue. The Financing Securities will be subject to a hold period of four months and one day from the date of closing of the Financing. The Company intends to use the proceeds from the Financing to fund the Acquisition Payment, perform exploration work on the Property, marketing and investor relations, and general working capital.

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

March 6, 2024.