

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

Item 1. Name and Address of Company

Alerio Gold Corp. (“**ALE**” or the “**Company**”)
Suite 1000, 409 Granville Street, Vancouver, BC, V6C 1T2

Item 2. Date of Material Change

June 30, 2023.

Item 3. News Release

News releases were disseminated on June 23, 2023 and June 30, 2023 through Stockwatch and subsequently filed under the Company’s profile on SEDAR.

Item 4. Summary of Material Change

On June 30, 2023, the Company entered into a Loan Agreement (the “**Loan Agreement**”) whereby the company borrowed \$200,000 (the “**Loan**”) from Ray Van Empel, a non-arm’s length party (the “**Lender**”).

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

There is no information of a material nature that has been omitted.

Item 8. Executive Officer

For further information, please contact Geoff Balderson, Chief Financial Officer, at 604-602-0001.

Item 9. Date of Report

June 30, 2023.