

Form 51-102F3

**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Stevens Gold Nevada Inc.  
350 – 1650 West 2<sup>nd</sup> Avenue,  
Vancouver, BC V6J 1H4

**Item 2: Date of Material Change**

February 25, 2021

**Item 3: News Release**

A news release was issued and disseminated on February 25, 2021 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)). A copy of the news release is attached as Schedule "A" hereto.

**Item 4: Summary of Material Change**

The Issuer has completed a non-brokered private placement in which the Company issued 4,118,315 units ("**Units**") at a price of \$0.22 per Unit, for total proceeds of \$906,029.30. Each Unit consists of one common share and one common share purchase warrant ("**Warrant**"). Each Warrant entitles the holder to purchase one common share of the Company for a period of 24 months from closing at a price of \$0.2 per share. A total of 304,228 broker warrants were issued and \$66,930.40 was paid as commissions. The broker warrants have the same terms as the Warrants.

**Item 5: Full Description of Material Change**

Please see the attached Schedule "A".

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

Not applicable

**Item 7: Omitted Information**

None

**Item 8: Executive Officer**

Charles MaLette, President, CEO & Corporate Secretary  
Telephone: 604-428-5171

**Item 9: Date of Report**

March 1, 2021

## Schedule A

# STEVENS GOLD

### Stevens Gold Completes Private Placement

VANCOUVER, B.C. February 25, 2021 - STEVENS GOLD NEVADA INC. (CSE:SG, OTCQB:STVGF, FSE:311) (the “Company” or “Stevens Gold”) announces it has completed a non-brokered private placement in which the Company issued 4,118,315 units (“Units”) at a price of \$0.22 per Unit, for total proceeds of \$906,029.30. Each Unit consists of one common share and one common share purchase warrant (“Warrant”). Each Warrant entitles the holder to purchase one common share of the Company for a period of 24 months from closing at a price of \$0.28 per share. A total of 304,228 broker warrants were issued and \$66,930.40 was paid as commissions. The broker warrants have the same terms as the Warrants.

The proceeds raised through the private placement will be used for exploration expenses and general working capital.

#### **About Stevens Gold**

Stevens Gold (CSE:SG, OTCQB:STVGF, FSE:311) is engaged in the business of mineral exploration and the acquisition of mineral property assets in North America. Stevens Gold is exploring the optioned Millennium Gold property in Arizona. The Millennium Gold property consists of three State mineral leases and 72 BLM claims totaling 3,408 acres and is in the general vicinity of the Oatman mining district where over 2 million ounces of bonanza-grade gold has been discovered and where Equinox's Castle Mountain open pit gold mine is located, please see the Technical Report filed on SEDAR for more information.

#### **ON BEHALF OF STEVENS GOLD NEVADA INC.**

*“Charles MaLette”*

CEO, President, Director & Secretary

T: 604-428-5171

E: [info@stevensgold.com](mailto:info@stevensgold.com)

#### **Forward-Looking Information:**

This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of Stevens Gold. Forward-looking information is based on certain key expectations and assumptions made by the management of Stevens Gold. In some cases, you can identify forward-looking statements by the use of words such as “will,” “may,” “would,” “expect,” “intend,” “plan,” “seek,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “continue,” “likely,” “could” and variations of these terms and similar expressions, or the negative of these terms or similar expressions. Although Stevens Gold believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because Stevens Gold can give no assurance that they will prove to be correct.

*The Canadian Securities Exchange (CSE) has not reviewed and does not accept responsibility for the adequacy or the accuracy of the contents of this release.*

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities. In addition, the securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or the securities laws of any state and may not be offered or sold within the United States or to or for the benefit or account of U.S. persons, absent such registration or an applicable exemption from such registration requirements.

SUITE 350 – 1650 WEST 2<sup>ND</sup> AVENUE • VANCOUVER, BC • V6J 1H4 • CANADA

T (604) 428 – 5171

[WWW.STEVENS GOLD.COM](http://WWW.STEVENS GOLD.COM)