

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

November 29, 2021

Item 3: News Release

A news release was issued and disseminated on November 29, 2021 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule "A" hereto.

Item 4: Summary of Material Change

The Company has entered into a purchase and sale agreement with Fiddlehead Mining Corporation to acquire 100% of the mineral claims known as Canoe Landing Lake West ("**Canoe**"), 50% of the mineral claims known as Nine Mile Brook ("**Nine Mile**") and a Mineral Property Option to acquire the remaining 50% of the Nine Mile mineral claims (the "**Nine Mile Option**") (the "**Transaction**"). Canoe and Nine Mile (the "**Properties**") are located in northeastern New Brunswick. The properties are subject to 3% net smelter royalties, as further described in the purchase and sale agreement.

Consideration for the mineral property assets will be as follows:

- i. \$25,000; and,
- ii. 21,000,000 post-Consolidation common shares of the Company (the "**Shares**").

Prior to completion of the Transaction, the Company has agreed to complete a 2 old : 1 new share consolidation. Following completion of the Transaction, the company expects to have 42,918,728 shares issued and outstanding.

The Shares will be subject to a four month and a day hold period and any other resale restrictions required by any applicable stock exchange policy or securities law.

Approximately 20,000,000 of the Shares are expected to be held under lock up agreements with the Company, causing the Shares under lock up to be locked up and released as follows:

- (i) 10% on the date that is four (4) months following the Closing Date (the "**First Release Date**");
- (ii) 15% on the date that is three (3) months following the First Release Date;
- (iii) 15% on the date that is six (6) months following the First Release Date;
- (iv) 15% on the date that is nine (9) months following the First Release Date;
- (v) 15% on the date that is twelve (12) months following the First Release Date;
- (vi) 15% on the date that is fifteen (15) months following the First Release Date;
- (vii) the remainder on the date that is eighteen (18) months following the First Release Date.

The Company also agrees to the following in the purchase and sale agreement:

- appoint Patrick Cruickshank, CEO of FMC, to its board of directors and engage Mr. Cruickshank as a consultant for a period of 24 months at a salary of at least \$6,000 *per* month;
- engage a specified individual as a consultant for a period of 24 months at a salary of at least \$3,500 *per* month for PGeo services.
- establish a Technical Advisory Committee and invite specified individuals to join.
- reimburse the Vendor \$15,000 for the 43-101 Technical Report.

630,000 common shares of the Company will be paid to Canaccord Genuity as a Finder's Fee upon completion of the Transaction.

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

December 7, 2021

Schedule A



Stevens Gold Announces to Acquire Mineral Properties and Option in New Brunswick

Vancouver, B.C. November 29, 2021 - STEVENS GOLD NEVADA INC. (CSE: SG) (the “Company” or “Stevens Gold”) is pleased to announce that has entered into a purchase and sale agreement on November 28, 2021, with Fiddlehead Mining Corporation (“FMC”) to acquire 100% of the mineral claims known as Canoe Landing Lake West (“Canoe”), 50% of the mineral claims known as Nine Mile Brook (“Nine Mile”) and a Mineral Property Option to acquire the remaining 50% of the Nine Mile mineral claims (the “Nine Mile Option”)(the “Transaction.”) Canoe and Nine Mile (the “Properties”) are located in northeastern New Brunswick. The properties are subject to 3% net smelter royalties, as further described in the purchase and sale agreement.

Consideration for the mineral property assets will be as follows:

- (i) \$25,000; and,
- (ii) 21,000,000 post-Consolidation common shares of the Company (the “Shares.”)

Prior to completion of the Transaction, the Company has agreed to complete a 2 old : 1 new share consolidation. Following completion of the Transaction, the company expects to have 42,918,728 shares issued and outstanding.

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- (i) 10% on the date that is four (4) months following the Closing Date (the “First Release Date”);
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- (iii) 15% on the date that is six (6) months following the First Release Date;
- (iv) 15% on the date that is nine (9) months following the First Release Date;
- (v) 15% on the date that is twelve (12) months following the First Release Date;
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- appoint Patrick Cruickshank, CEO of FMC, to its board of directors and engage Mr. Cruickshank as a consultant for a period of 24 months at a salary of at least \$6,000 per month;

- engage a specified individual as a consultant for a period of 24 months at a salary of at least \$3,500 *per* month for PGeo services.
- establish a Technical Advisory Committee and invite specified individuals to join.
- reimburse the Vendor \$15,000 for the 43-101 Technical Report.

630,000 common shares of the Company will be paid to Canaccord Genuity as a Finder's Fee upon completion of the Transaction.

Nine Mile Mineral Property Option

The Company will acquire the Nine Mile Option in the Transaction. This will entitle the Company to obtain the remaining 50% ownership in Nine Mile from FMC.

To exercise the Option, the Company must pay to FMC an aggregate of \$3,000,000 prior to the fourth anniversary of the Effective Date and incur an aggregate of \$1,000,000 of Expenditures on the Property over three years, with at least \$500,000 of the Expenditures being in the first twelve months of the Option and a minimum of \$150,000 *per* year spent on Expenditures after the first twelve months of the Option.

The first payment toward the \$3,000,000 will be \$25,000 on the Effective Date. Subsequently, \$50,000 will be payable on each anniversary of the effective date of the Nine Mile Option.

Despite the schedule noted above, the Company can exercise the Option at any time during the four year term by paying FMC \$3,000,000, less the payments already made as long as the Company is not in breach of the Option at that time.

The Transaction does not represent a change of business. There will be one new director and no change of officers of the Company required by the Transaction. The Transaction is at arm's length.

The agreement of purchase and sale sets out the terms and conditions and other details for the completion of the Transaction. A copy of the agreement of purchase and sale, including the Option Agreement, is filed along with the Company's public disclosure on www.sedar.com.

About Stevens Gold Nevada Inc.:

Stevens Gold Nevada Inc. is a mineral exploration company. Its primary business objective is to explore mineral properties.

ON BEHALF OF STEVENS GOLD NEVADA INC.

"Charles MaLette"

CEO, President, Director & Secretary

T: 604-428-5171

E: 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. Forward-looking statements in this press release include that (a) the transactions contemplated by the purchase and sale agreement will be completed and (b) the Company will incur the expenditures and cash payments required to maintain the Nine Mile Option. 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.