

**FORM 51-102F3  
MATERIAL CHANGE REPORT  
UNDER NATIONAL INSTRUMENT 51-102**

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

S2 Minerals Inc. (the “**Company**” or “**S2**”)  
141 Adelaide Street West  
Suite 1101  
Toronto, Ontario, M5H 3L5

**Item 2. Date of Material Change**

April 9, 2021

**Item 3. News Release**

On April 9, 2021, a news release in respect of the material change was disseminated by the Company and subsequently filed on SEDAR.

**Item 4. Summary of Material Change**

On April 9, 2021, the Company and G2 Goldfields Inc. (“**G2**”) announced that the previously announced spin-out of G2’s Sandy Lake project into S2, a wholly-owned subsidiary of G2, by a Plan of Arrangement under the *Canada Business Corporations Act* (the “**Arrangement**”) has been completed. The Arrangement was effective at 12:01 a.m. (Toronto time) on April 9, 2021 (the “**Effective Date**”).

Pursuant to the Arrangement, G2 distributed 100% of the common shares of S2 (the “**S2 Shares**”) it received under the Arrangement to holders (the “**G2 Shareholders**”) of common shares of G2 (the “**G2 Shares**”) on a *pro rata* basis, such that G2 Shareholders received one S2 Share for every ten G2 Shares held as of the Effective Date. S2 also issued rights (“**S2 Rights**”) to the holders of the S2 Shares as of the Effective Date to raise gross proceeds of approximately C\$1.2 million (the “**Rights Offering**”). The S2 Rights will expire at 5:00 p.m. (Toronto time) on May 12, 2021.

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

On April 9, 2021, the Company and G2 announced that the previously announced spin-out of G2’s Sandy Lake project into S2, a wholly-owned subsidiary of G2, by a Plan of Arrangement under the *Canada Business Corporations Act* has been completed. The Arrangement was effective at 12:01 a.m. (Toronto time) on April 9, 2021.

Pursuant to the Arrangement, G2 distributed 100% of the common shares of S2 it received under the Arrangement to holders of common shares of G2 on a *pro rata* basis, such that G2 Shareholders received one S2 Share for every ten G2 Shares held as of the Effective Date. S2 also issued rights to the holders of the S2 Shares as of the Effective Date to raise gross proceeds of approximately C\$1.2 million. The S2 Rights will expire at 5:00 p.m. (Toronto time) on May 12, 2021.

The G2 Shares commenced trading on a “due bill” basis on the TSX Venture Exchange (the “TSXV”) effective from the opening of markets on April 7, 2021 and traded on such basis until and including April 14, 2021. Trades of G2 Shares during this time had a due bill attached, which allowed the purchaser of G2 Shares, rather than the seller of G2 Shares, to receive the distribution of S2 Shares (and S2 Rights) pursuant to the Arrangement even if such trades were settled after the Effective Date. Effective at the opening of markets on April 15, 2021, the G2 Shares commenced trading on an ex-distribution basis without any due bill entitlement reflecting that the distribution of S2 Shares (and S2 Rights) has occurred.

G2 Shareholders of record as of the Effective Date are entitled to receive S2 Shares in respect of the G2 Shares they hold. No additional action is required by registered G2 Shareholders in order to receive S2 Shares, and they will retain any certificates or direct registration statements representing their G2 Shares. DRS statements representing the S2 Shares to which the registered G2 Shareholders are entitled to under the Arrangement were mailed out on April 14, 2021, together with the Rights Certificates representing the S2 Rights to which they are entitled and a Notice of Rights Offering (the “Notice”). Only those shareholders who are resident in Canada received a Rights Certificate and a Notice. Non-registered shareholders who are resident in Canada were sent the Notice and shareholders resident outside of Canada were sent the Notice and a letter regarding the process pursuant to which such shareholders may be eligible to exercise their S2 Rights.

S2 has applied for a listing of the S2 Shares on the Canadian Securities Exchange (the “CSE”) under the trading symbol “STWO”. Any such listing will be subject to S2 fulfilling all of the requirements of the CSE.

Neither the S2 Shares nor the S2 Rights offered nor the S2 Shares issuable on exercise of the S2 Rights have been or will be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws and may not be exercised, offered or sold, as applicable, in the United States or to, or for the account or benefit of, a person in the United States or a U.S. Person (as defined in Regulation S under the U.S. Securities Act) absent registration or an applicable exemption from the registration requirements. This material change report shall not constitute an offer to sell or the solicitation of an offer to buy any securities of S2 or G2. There shall be no offer or sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification of such securities under the laws of any such jurisdiction.

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

The report is not being filed on a confidential basis.

**Item 7. Omitted Information**

No information has been omitted.

**Item 8. Executive Officer**

Paul Murphy, Chief Financial Officer  
Telephone: 416.628.5904

**Item 9. Date of Report**

April 15, 2021

***Forward-Looking Information***

*This material change report contains certain forward-looking statements, including, but not limited to, statements with respect to the Rights Offering and the listing of the S2 Shares on the CSE. Wherever possible, words such as “may”, “will”, “should”, “could”, “expect”, “plan”, “intend”, “anticipate”, “believe”, “estimate”, “predict” or “potential” or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect management’s current beliefs and are based on information currently available to management as at the date hereof.*

*Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this material change report are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. The Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.*