

**Form 51-102F3
Material Change Report**

**Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations**

Item 1 Name and Address of Company

Starr Peak Exploration Ltd.
300 – 1055 West Hastings Street
Vancouver, BC V6E 2E9

Item 2 Dates of Material Change

July 8, 2019

Item 3 News Release

A news release relating to the material change was disseminated by via Canada Stockwatch on July 8, 2019. The news release has also been filed on the System for Electronic Document Analysis and Retrieval (“SEDAR”) and is available at www.sedar.com.

Item 4 Summary of Material Change

Starr Peak Exploration Ltd. (“Starr Peak” or the “Company”) announced that Mr. Ron Bourgeois has been appointed to the Board of Directors of the Company and that Glen MacDonald resigned as a Director.

Item 5 Full Description of Material Change

Starr Peak Exploration Ltd. (“Starr Peak” or the “Company”) announced that Mr. Ron Bourgeois has been appointed to the Board of Directors of the Company and that Glen MacDonald resigned as a Director.

Mr. Bourgeois is a chartered accountant with over 35 years of experience in the resources industries. Starr Peak would like to welcome Mr. Bourgeois to the company.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Johnathan More, Chairman and CEO
(646) 661-0409

Item 9 Date of Report

July 18, 2019.