

**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 Mining Ltd.  
300 – 1055 West Hastings Street  
Vancouver, BC V6E 2E9

**Item 2            Date of Material Change**

November 22, 2021

**Item 3            News Release**

A news release relating to the material change was disseminated via Canada Cision on November 23, 2021. The news release has also been filed on the System for Electronic Document Analysis and Retrieval (“SEDAR”) and is available at [www.sedar.com](http://www.sedar.com).

**Item 4            Summary of Material Change**

Starr Peak Mining Ltd. ("Starr Peak" or the "Company") (TSX-V:STE) (OTC:STRPF) announced that it has closed a non-brokered private placement of Flow-Through Units at \$2.55 per Unit.

**Item 5            Full Description of Material Change**

Starr Peak Mining Ltd. ("Starr Peak" or the "Company") (TSX-V:STE) (OTC:STRPF) announced that it has closed a non-brokered private placement of Flow-Through Units at \$2.55 per Unit. The Company has issued 1,474,510 Units at \$2.55 per Unit for gross proceeds of \$3,760,000.50. Each Unit consists of one flow-through common share and one-half of one share purchase warrant, with each whole share purchase warrant entitling the holder to acquire an additional common share of the Company at a price of \$3.25 per share for a period of 18 months from closing.

In connection with the closing, the Company paid a finder’s fee of 5% cash to a certain finder. The flow-through shares and warrants issued are subject to a hold period expiring March 23, 2022.

**Item 6            Reliance on subsection 7.1(2) 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**

November 24, 2021