

**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 Dates of Material Change

August 16, 2022

Item 3 News Release

A news release relating to the material change was disseminated by via Canada Stockwatch on August 16, 2022. 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 Mining Ltd. (“Starr Peak” or the “Company”) (TSX Venture: STE)(OTC: STRPF) announced that it has closed a strategic institutional private placement of Flow-Through Units at \$0.95 per Unit.

Item 5 Full Description of Material Change

Starr Peak Mining Ltd. (“Starr Peak” or the “Company”) (TSX Venture: STE)(OTC: STRPF) announced that it has closed a nonbrokered private placement of 2,879,743 flow-through units (the “Units”) of the Company at a price of \$0.95 per Unit for gross proceeds of \$2,735,755.85. Each Unit consists of one flowthrough common share and one-half of one share purchase warrant, with each share purchase warrant entitling the holder to acquire an additional common share of the Company at a price of \$1.40 per share for a period of 18 months from the closing date.

In connection with the closing, the Company will pay finder’s fees of up to 6% cash to two finders. The flow-through shares and warrants comprising the Units are subject to a hold period expiring December 16, 2022.

The proceeds from the financing will be used for the ongoing drill program and exploration work on the Company’s Quebec properties.

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
(515) 401-7479

Item 9 Date of Report

August 16, 2022.