

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. NAME AND ADDRESS OF COMPANY

Anacortes Mining Corp. ("**Anacortes**")
1090 – 510 Burrard Street
Vancouver, BC V6C 3B9

2. DATE OF MATERIAL CHANGE

June 28, 2023

3. NEWS RELEASE

A news release was disseminated via Newswire and filed on SEDAR at www.sedar.com on June 28, 2023.

4. SUMMARY OF MATERIAL CHANGE

On June 28, 2023, Steppe Gold Ltd. ("**Steppe**") and Anacortes announced the completion of the previously announced plan of arrangement (the "**Arrangement**") pursuant to an arrangement agreement dated May 5, 2023 between Steppe and Anacortes (the "**Arrangement Agreement**") whereby Steppe has acquired all of the issued and outstanding common shares of Anacortes (the "**Common Shares**").

5. FULL DESCRIPTION OF MATERIAL CHANGE

5.1 Full Description of Material Change:

Effective June 28, 2023, Steppe and Anacortes completed the Arrangement under Section 288 of the *Business Corporations Act* (British Columbia). Under the terms of the Arrangement, Anacortes shareholders are entitled to 0.4532 of a Steppe common share ("**Steppe Share**") for each Common Share held. In addition, all (i) outstanding Anacortes warrants were cancelled and exchanged for the applicable warrant consideration, (ii) vested in-the-money Anacortes options were exercised into Common Shares on a cashless basis and such Common Shares were exchanged for Steppe Shares, and (iii) out-of-the-money Anacortes options were cancelled without payment.

The Arrangement was approved at the special meeting of Anacortes shareholders held on June 19, 2023 and by the Supreme Court of British Columbia on June 21, 2023. As a result of the closing of the Arrangement, the Common Shares have been delisted from the TSX Venture Exchange at the close of trading on or about June 30, 2023.

Steppe intends to cause Anacortes to apply to the relevant regulatory authorities to cease to be a reporting issuer in the provinces of Canada in which it is a reporting issuer, such provinces being British Columbia, Alberta and Ontario.

Further information regarding the Arrangement is contained in the management information circular of Anacortes dated May 17, 2023 (the "**Circular**") in connection with the special meeting of the shareholders of Anacortes. The Circular, the Arrangement Agreement and related documents have been filed under the Anacortes' profile on SEDAR at www.sedar.com.

5.2 Disclosure for Restructuring Transactions:

Not applicable.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. EXECUTIVE OFFICER

Jeremy South
Chief Financial Officer
Steppe Gold Ltd.
333 Bay Street, Suite 2400
Toronto, Ontario M5H 2T6
(604) 505-3707 or jeremy@steppegold.com

9. DATE OF REPORT

July 10, 2023