

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

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

Sierra Growth Corp.  
9648-128<sup>th</sup> Street, Suite 210  
Surrey, BC V3T 2X9

**Item 2. Date of Material Change**

February 23, 2021

**Item 3. Report**

On February 23, 2021 a press release relating to the material change was issued and disseminated through the services of Cicison News services, Stockwatch and Market News Publishing.

**Item 4. Summary Of Material Change**

The Company closed its non-brokered private placement.

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

The Company closed its previously announced non-brokered private placement (the "Financing") The Company raised CAD \$751,140 through the sale of 12,519,000 Units. Securities issued as a result of closing of the Financing will be subject to a statutory hold period of four months from closing.

Pursuant to the terms of the Financing, each Unit was priced at CAD \$0.06 and consists of one common share in the equity of the Company and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.08 per share for a period of two (2) years from the closing of the Financing. In connection with closing, the Company will pay finders' fees of CAD \$3,498.60. The expiration date of the Warrants is subject to an accelerated 30 day period in the event the shares trade at \$0.25 or more for 10 consecutive trading days.

Certain directors participated in the Financing. Under MI 61-101 the Financing is "related party" transaction. The Company relies upon the exemption in MI61-101 whereby the funds paid by the participating directors was under 25% of the capitalization of the Company.

The proceeds of the Financing will be used for working capital and exploration activities at the Company's Nevada projects.

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

Not applicable.

**Item 7. Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8. Executive Officer**

Jared Scharf, CEO and Director

**Item 9. Date of Report**

February 24, 2021