

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

1. **NAME AND ADDRESS OF COMPANY**

Getchell Gold Corp.
133 Richmond Street, Suite 310
Toronto, ON M5H 2L3

2. **DATE OF MATERIAL CHANGE**

October 17, 2019

3. **NEWS RELEASE**

News release dated October 17, 2019 was disseminated through the facilities of Newsfile Corp.

4. **SUMMARY OF MATERIAL CHANGE**

Getchell Gold Corp. (the "Company") signs binding letter agreement to acquire two advanced stage Nevada exploration projects.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

Getchell Gold Corp. (the "Company" or "Getchell") announces that it has executed a binding Letter Agreement (the "BLA") with Canarc Resources Corp. ("Canarc") (TSX: CCM, OTC-BB: CRCUF, Frankfurt: CAN), which holds numerous gold properties in Nevada and the western USA, whereby Getchell will have the option to acquire 100% of the Fondaway Canyon and Dixie Comstock properties located in Churchill County Nevada.

Fondaway Canyon was the subject of a 2017 Technical Report commissioned by Canarc Resources Corp. with a historical estimate of Indicated resources of 409,000 oz. Au grading 6.18 g/t and Inferred resources of 660,000 oz. Au grading 6.4 g/t. Canarc drilled 7 holes in 2017 which all intersected multi-gram mineralization, both within the area of the historical estimate and outside, that have not been included in a Technical Report. In addition, there are multiple untested exploration targets, including near-surface oxide gold that are located along structure and in favorable host rock. Dixie Comstock has a historic resource estimate, and mineralization remains open down-dip and to the east.

Binding Letter Agreement

Under the terms of the BLA, Getchell can acquire 100% of the projects at any time on or before the 4th anniversary of the agreement by paying Canarc US \$2.0M in cash and US \$2.0M in Getchell shares less any previous cash and share payments made under the agreement and granting Canarc a 2% NSR in the Fondaway Canyon and Dixie Comstock projects (1% of the NSR can be bought out for US \$1,000,000 on each project).

Payment Terms:

- At signing of the full agreement – US \$100,000 in cash and US \$100,000 in shares
- 1st Anniversary – US \$100,000 in cash and US \$200,000 in shares
- 2nd Anniversary – US \$100,000 in cash and US \$300,000 in shares
- 3rd Anniversary – US \$100,000 in cash and US \$400,000 in shares
- 4th Anniversary – US \$1,600,000 in cash and US \$1,000,000 in shares

Work commitments:

- Year 1 – US \$300,000
- Year 2 – US \$400,000
- Year 3 – US \$500,000
- Year 4 – US \$250,000

Signing of the final agreement is subject to a satisfactory due diligence and financing by Getchell.

Properties

Fondaway Canyon is an advanced stage gold property located in Churchill County, Nevada. The land package contains 136 unpatented lode claims. The property has a history of previous surface exploration and mining in the late 1980's and early 1990's.

The 2017 Technical Report commissioned by Canarc and authored by Techbase International Ltd. has a historical estimate of Indicated resources of 409,000 oz. Au contained in 2,050,000 tonnes grading 6.18 g/t and Inferred resources of 660,000 oz. Au contained in 3,200,000 tonnes grading 6.4 g/t, using a 1.8 m width cut-off and a cut-off grade of 3.43 g/t Au.

The Fondaway Canyon mineralization is contained in a series of 12 steeply dipping en-echelon quartz- sulphide shears outcropping at surface and extending laterally over 1200 m, with drill-proven depth extensions to > 400 m. The deposit is hosted by Mesozoic age sediments and minor volcanics and is classified as “orogenic”, ranging from mesothermal to epithermal in depositional environment. Mineralization is hosted within shears, spatially- and temporaneously-related to certain dykes that occupy the shears, but mineralization also permeates into the hosting sediments. Additional exploration targets include near-surface oxide gold along favorable structural and host rock targets and deeper extensions of the sulphide zones.

This resource is a historic resource estimate, and a qualified person for Getchell has not done sufficient work to classify the historic estimate as a current mineral resource.

This historic resource estimate was completed by Techbase International Ltd of Reno, Nevada, and it is contained within a NI 43-101 report dated April 3, 2017 that was commissioned by Canarc Resource Corp of Vancouver, B.C., Canada. The resource estimate was compiled only from drill holes that could be validated (591 holes @ 49,086 m), a sufficient amount to deem the historic resource as reliable. Using Techbase software, a method of polygons was used along each

vein. With a minimum 0.10 opt Au and 1.8 m horizontal vein width used as cut-off parameters, twelve veins had sufficient composited intercepts within the sulfide mineralization for the estimate. No capping or cutting of grades was applied. The historical resource estimate used classifications in accordance with NI 43-101 standards, namely, “indicated” and “inferred”. A review and/or re-calculation of the historic resource is required by an independent Qualified Person to confirm these as current resources as defined by NI 43-101. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources; and the issuer is not treating the historical estimate as current mineral resources.

Dixie Comstock, also located in the Churchill County, Nevada, consists of 28 unpatented lode claims and has a historic resource estimate. There is also evidence of some historic mining, but no records of production are available.

The Dixie Comstock deposit is classified as a low-sulfidation epithermal system localized along an east-dipping range-front normal fault. The mineralization is hosted by Jurassic gabbro and mafic tuff in the footwall of the fault, by silicification within the fault zone, and within tuffaceous sediments in the hanging wall of the fault.

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

Not applicable.

7. **OMITTED INFORMATION**

Not applicable.

8. **EXECUTIVE OFFICER**

William Wagener, Chairman & CEO
Telephone: (303) 517-8764

9. **DATE OF REPORT**

October 23, 2019