

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

**1. NAME AND ADDRESS OF COMPANY**

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

**2. DATE OF MATERIAL CHANGE**

June 1, 2020

**3. NEWS RELEASE**

News release dated July 28, 2020 was disseminated via the facilities of Newsfile.

**4. SUMMARY OF MATERIAL CHANGE**

Getchell Gold Corp. (the “**Company**”) issued 38,917 common shares as part of the advance royalty payments pursuant to the renegotiated terms of its mining lease agreement for the Star group of 199 unpatented lode mining claims situated in Pershing county in Nevada.

**5. FULL DESCRIPTION OF MATERIAL CHANGE**

The Company renegotiated the terms of its mining lease agreement for the Star group of 199 unpatented lode mining claims situated in Pershing county in Nevada. Pursuant to the new mining lease agreement with an effective date of June 1, 2020, the Company has the exclusive right to explore, develop and mine the property through its subsidiary, Getchell Gold Nevada Inc., for the following consideration: an aggregate of \$560,000 (U.S.) to be paid as advance minimum royalties to the owner of the property (of which \$365,000 (U.S.) has been paid), to be paid over a 20-year period; and common shares of the Company equal to \$140,000 (U.S.) divided by the volume-weighted average price of the common shares for the 10 consecutive trading days before the date of issuance, to be issued over a four-year period. The agreement supersedes and replaces the agreement entered into between the parties on June 26, 2010.

**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: +1 303 517 8764  
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**9. DATE OF REPORT**

August 14, 2020