

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

1. NAME AND ADDRESS OF COMPANY

Getchell Gold Corp.
Suite 488 – 625 Howe Street
Vancouver, BC V6C 2T6

2. DATE OF MATERIAL CHANGE

May 31, 2022

3. NEWS RELEASE

News release dated May 31, 2022 was disseminated via the facilities of Newsfile Corp.

4. SUMMARY OF MATERIAL CHANGE

Getchell Gold Corp. (the “**Company**”) closed non-brokered private placement.

5. FULL DESCRIPTION OF MATERIAL CHANGE

The Company closed a non-brokered private placement. The Company issued 4,382,000 units (each a “**Unit**”) at a price of \$0.40 per Unit for aggregate gross proceeds of \$1,752,800 (the “**Private Placement**”).

Each Unit consists of one common share and one-half of one warrant (each whole warrant, a “**Warrant**”) of the Company. Each Warrant entitles the holder to acquire one additional common share at a price of \$0.60 per share for a period of two years from the date of closing.

The proceeds from the Private Placement will be used for exploration and development of the Company’s properties and general working capital.

In connection with the Private Placement, the Company has agreed to pay finder’s fees consisting of an aggregate of \$91,200 in cash and 228,000 non-transferable finder’s warrants (the “**Finder’s Warrants**”). Each Finder’s Warrant entitles the holder to acquire one common share at a price of \$0.45 per share for a period of two years from the date of closing.

The securities issued in connection with the Private Placement are subject to a statutory four month hold period expiring on October 1, 2022, in accordance with applicable securities laws.

The securities offered have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements.

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: 1-647-249-4798

9. **DATE OF REPORT**

June 1, 2022