

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

**ITEM 1. NAME AND ADDRESS OF COMPANY**

GoldHaven Resources Corp. (the “Company” or “GoldHaven”)  
2288 – 1177 W. Hastings Street  
Vancouver, BC V6E 2K3

**ITEM 2. DATE OF MATERIAL CHANGE**

January 13, 2025

**ITEM 3. NEWS RELEASES**

A news release dated January 13, 2025 was disseminated via Globe Newswire and subsequently filed on SEDAR+.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

On January 13, 2025 the Company announced that it had completed its acquisition of Boa Gold Corp. (“**Boa Gold**”), which holds a 100% ownership interest of four key projects in Brazil (Copeçal, Bahia North, Bahia South and Iguatu), pursuant to the amalgamation agreement dated December 16, 2024 (the “**Amalgamation Agreement**”) among GoldHaven, Boa Gold, and 1516478 B.C. Ltd. (“**Subco**”).

Pursuant to the Amalgamation Agreement, on January 13, 2025 (the “**Closing Date**”) GoldHaven acquired all of the issued and outstanding common shares of Boa Gold (the “**Boa Shares**”) by way of a three-cornered amalgamation (the “**Transaction**”) whereby Subco (a wholly-owned subsidiary of GoldHaven formed for the purposes of the Transaction) and Boa Gold amalgamated pursuant to the provisions of the *Business Corporations Act* (BC) to form Boa Brazil Development Corp., a wholly-owned subsidiary of the Company. On closing of the Transaction (the “**Closing**”), all of the issued and outstanding Boa Shares were cancelled and, in consideration for such Boa Shares, the holders of Boa Shares received an aggregate of 5,759,957 units (the “**Units**”) of the Company, on the basis of two Boa Shares for one Unit. Each Unit consists of one common share in the capital of GoldHaven (each, a “**Unit Share**”) and one common share purchase warrant (each, a “**Unit Warrant**”), with each Unit Warrant exercisable to purchase one common share of GoldHaven (each, a “**Unit Warrant Share**”) at a price of \$0.25 per Unit Warrant Share until January 13, 2027.

The Unit Shares, Unit Warrants, and any Unit Warrant Shares issued upon exercise of Unit Warrants are subject to voluntary contractual restrictions on transfer for a period of six months. Fifty percent of the Unit Shares will be released 4 months from the Closing Date and 50% will be released 6 months from the Closing Date. Twenty-five percent of the Unit Warrants were released on the Closing Date, and an additional 25% will be released on each of the first three monthly anniversaries of the Closing Date. Any Unit Warrant Shares issuable upon exercise of Unit Warrants will be subject to the same restrictions as the Unit Warrants.

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

Please see the news release dated January 13, 2025 attached as Schedule "A" hereto.

**ITEM 5.2 DISCLOSURE ON RESTRUCTURING TRANSACTION**

Not applicable.

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

Not applicable.

**ITEM 7. OMITTED INFORMATION**

Not applicable.

**ITEM 8. EXECUTIVE OFFICER**

Contact: Bonn Smith, Chief Executive Officer

Telephone: 604-629-8254

**ITEM 9. DATE OF REPORT**

January 23, 2025

**Schedule "A"**

**News Release dated January 13, 2025**

*[see attached]*

## GoldHaven Announces Closing the Acquisition of Boa Gold Corp. and its Project Portfolio in Brazil

Vancouver, British Columbia, January 13, 2025 – GoldHaven Resources Corp. (“GoldHaven” or the “Company”) (CSE: GOH) (OTCQB: GHVNF) (FSE: 4QS) announces, further to its news releases dated December 16, 2024, that it has completed its acquisition of Boa Gold Corp. (“Boa Gold”), which holds a 100% ownership interest of four key projects in Brazil (Copeçal, Bahia North, Bahia South and Iguatu), pursuant to the amalgamation agreement dated December 16, 2024 (the “Amalgamation Agreement”) among GoldHaven, Boa Gold, and 1516478 B.C. Ltd. (“Subco”).

*“We are thrilled to announce the successful acquisition of Boa Gold and its four highly prospective properties in Brazil, including Copeçal, which features a 6km gold strike anomaly and two pre-defined drill targets,” stated Bonn Smith, CEO of GoldHaven. “Copeçal presents exceptional potential, and we are eager to initiate a drill program in the coming months, aimed at unlocking value for our shareholders. This acquisition not only strengthens our position in the gold and critical minerals sector but also lays the foundation for substantial growth in the years to come.”*

### Overview of Boa Gold’s Brazilian Projects:

GoldHaven has acquired 100% ownership of four key projects in Brazil – **Copeçal, Bahia North, Bahia South, and Iguatu**. The Copeçal Gold Project is a **100% owned drill-ready property in the Juruena Gold Province in Brazil**. This project is the primary acquired asset and will be the subject of immediate follow up in the field with **surface and drill programs expected in Q2 and Q3 of 2025**.

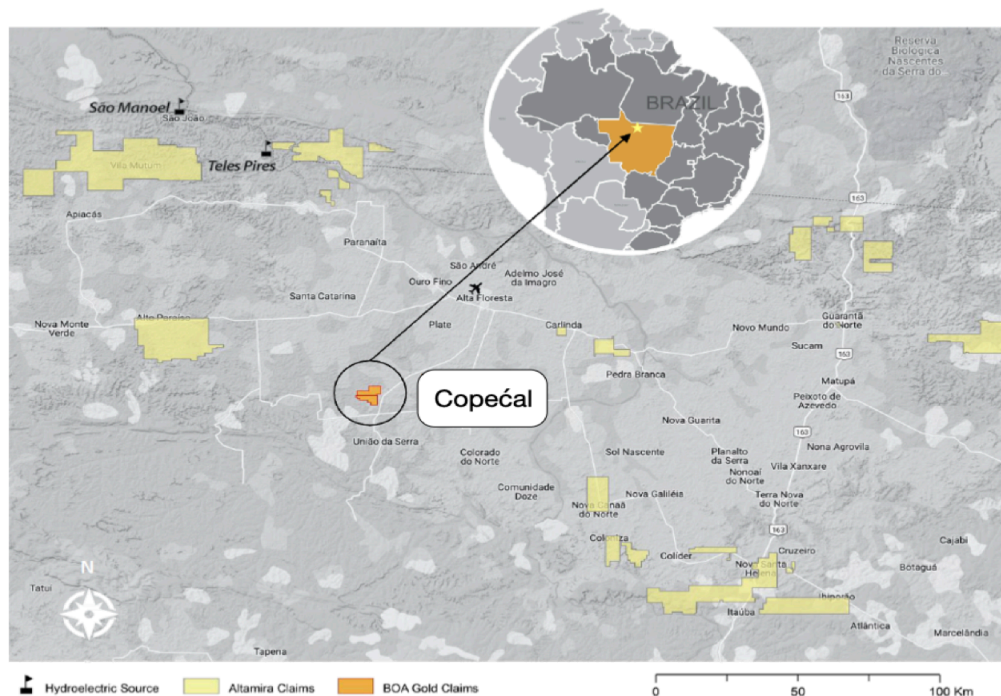


Figure 1: The location of Boa’s Copeçal property in the Juruena Gold Province.

### Copeçal Gold Project: Highlights

- Strategic ground positioning covering 3,681 hectares.
- Located within the Juruena Gold Province, a top ranked belt in Brazil.
- The claims are in a similar region and geology as Altamira Gold's significant discoveries.
- 60km from Alta Floresta, a 50,000-population centre with daily commercial flights from Mato Grosso state capital, Cuiabá.
- Excellent Infrastructure (water, road access and energy).
- 100% owned drill-ready project.
- Local, experienced and successful operations team in Brazil.

### Copeçal Gold Project: Geology

- **Located in the Juruena Belt**, an extensive emerging magmatic arc domain comprising fertile high-K calc alkaline plutonic and felsic volcanic rocks.
- Gold first discovered in the belt in the 1980's.
- **Historical gold production** is largely informal and artisanal from surficial deposits.
- Potential for IRG Style Gold (Intrusive Related Gold), Porphyry style Copper – Gold, Epithermal Gold, Orogenic Gold.
- Estimated **\$1 million USD** exploration spent by previous operator.

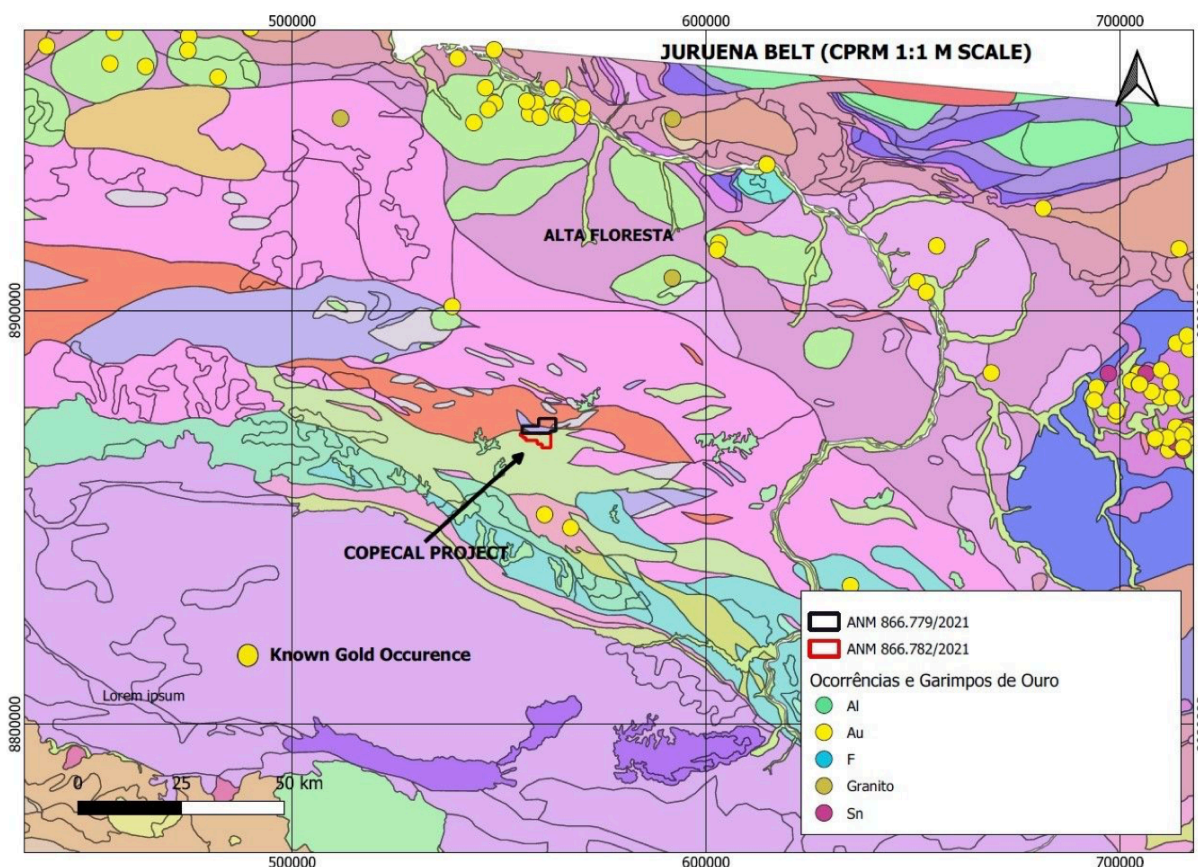


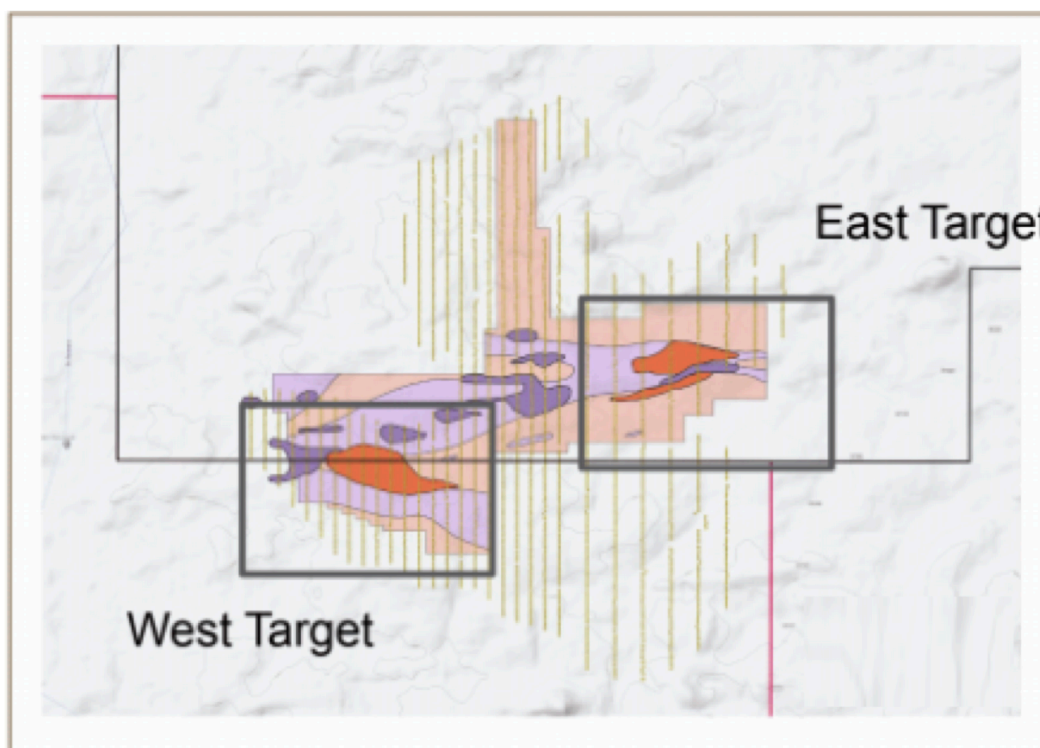
Figure 2: Map of the Copeçal Gold Project its proximity to other known gold occurrences and the associated geology.

**Previous work included:**

- Geological and structural mapping.
- Stream sediment sampling generated anomalous basin.
- Follow up Soil Sampling generated extensive (6km strike) gold (+ arsenic) anomaly.
- IP and Magnetic Orientation Surveys.
- Shallow Auger (49 holes) and Air core (6 holes) drilling confirmed in-situ bedrock source for gold in soil anomaly.

**Drill-ready:**

- Peak Au and As in soil anomalies coincide with fold hinges in mapped schist unit.
- 2 Priority Targets (East and West) defined and ready for deeper drilling.
- **Figure 3: Gold anomaly illustrated in orange, Arsenic anomaly in purple.**



*Figure 3: Map of Copeçal Gold project priority drill targets in the east and west.*

**Boa Gold's Additional Three Critical Mineral Projects:**

- Extensive tenement package across 3 projects spanning **123,900 hectares**: Bahia South, Bahia North and Iguatu.
- **Regional Neighbours Include:** Rio Tinto, Foxfire Metals, Mars Mines, Altamira Gold and Oceana Lithium.
- Geological suite favourable for hosting multi-element critical minerals.

**Brazil is a Premier Mining Jurisdiction:**

- Accounts for >30% of global iron ore production.
- **Major Exporter:** Leading exporter of lithium, tin, and manganese with substantial reserves of gold, nickel, bauxite, and niobium.
- **Pro-Mining Culture:** Attracts significant foreign investment in the mining industry.
- **No Governmental Ownership Mandate:** Mining projects not mandated to be government-owned.
- **Honouring Agreements:** Strong track record of honouring mining agreements.
- **Economic Impact:** Mining sector is a top three contributor to the 10th largest economy in the World.

**Summary of the Transaction: GoldHaven Acquires Boa Gold**

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**About GoldHaven Resources Corp.**

GoldHaven Resources Corp. is a Canadian junior exploration Company focused on acquiring and exploring highly prospective land packages in North and South America. The Company’s projects include the flagship Magno Project, a district-scale polymetallic property adjacent to the historic Cassiar mining district in British Columbia. The Three Guardsman Project, which exhibits significant potential for copper and gold-skarn mineralization. The Copeçal Gold Project, a drill-ready gold project located in Mato Grosso, Brazil with a 6km strike of anomalous gold in soil samples. Three Critical Mineral projects with extensive tenement packages totalling 123,900 hectares: Bahia South, Bahia North and Iguatu projects located in Brazil.

The scientific and technical information disclosed in this document has been reviewed and approved by Jonathan Victor Hill BSc Hons, FAUSIMM, a Qualified Person consistent with National Instrument 43-101 *Standards of Disclosure for Mineral Projects*.

**On Behalf of the Board of Directors**

*Bonn Smith, Chief Executive Officer*

**For further information, please contact:**

**Bonn Smith, CEO**

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***Cautionary Statements Regarding Forward Looking Information***

*This news release contains forward-looking statements and other statements that are not historical facts. Forward-looking statements are often identified by terms such as “will”, “may”, “should”, “anticipate”, “expects” and similar expressions. All statements other than statements of historical fact, included in this news release are forward-looking statements that involve risks and uncertainties. Forward-looking statements in this press release include, but are not limited to, statements regarding the anticipated benefits of the Transaction and the development of the Company’s business following the Transaction, such as the potential of the Copeçal Gold Project, the initiation of a surface and drill program in the coming months aimed at unlocking value for the Company’s shareholders, the Company’s position in the gold and critical minerals sector following the Transaction, the potential of the Company’s existing mineral projects, and future or expected growth of the Company in the years to come. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company’s expectations include but are not limited to market conditions and the risks detailed from time to time in the filings made by the Company with securities regulator, which are available on the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements only as expressly required by applicable law.*