

-FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Golden Independence Mining Corp. (formerly 66 Resources Corp.) (the “**Company**”)
200- 551 Howe Street
Vancouver, B.C. V6C 2C2

Item 2 Date of Material Change

August 28, 2020

Item 3 News Release

The news release was disseminated on August 28, 2020 through Newsfile.

Item 4 Summary of Material Change

Option Agreement

The Company announced it had signed an option agreement (the “**Option Agreement**”) with arm’s length vendor America’s Gold Exploration Inc. (“**AGEI**”) to acquire up to a 75% interest in the advanced-stage Independence Gold Property located in the Battle Mountain-Cortez Trend, Nevada (the “**Independence Property**”).

The Independence Property is currently owned by Independence Gold-Silver Mines Inc. (the “**Underlying Owner**”) with AGEI having an option to acquire 100% of the property (the “**Underlying Option Agreement**”), subject to a 2% net smelter return (“**NSR**”) reserved by the Underlying Owner. The Option Agreement is subject to receipt by the Company, within three weeks of execution of the Option Agreement, of a title opinion on the Independence Property acceptable to the Company, acting reasonably. In the event such a title opinion is not received, the Company will have the option to terminate the Option Agreement and any payments advanced to the Underlying Owner (as described below) will become a demand loan advanced by the Company to AGEI and will be repayable by AGEI to the Company.

Under the terms of the Option Agreement, the Company will fulfill AGEI’s obligations under the Underlying Option Agreement, and, in order to earn a 50% interest (the “**Initial Option**”) will make the following payments and incur the following expenditures:

- within 30 days of execution of the Option Agreement, issue 500,000 common shares to AGEI (subject to the approval of the Canadian Securities Exchange) and make a cash payment of US\$50,000 to AGEI;
- make staged cash payments totalling US\$4,300,000 to the Underlying Owner on or before December 31, 2021; and
- incur staged expenditures on the Independence Property in the amount of

US\$3,000,000 on or before December 31, 2021.

Following exercise of the Initial Option, the Company will have earned a 50% interest in the Independence Property, with AGEI holding the remaining 50% and also reserving a 2% NSR (in addition to the Underlying Owner's NSR), with the Company having a right to buy back AGEI's NSR for US\$1,000,000 per 1% (or US\$2,000,000 to buy back the entire 2% NSR). At the time of exercise of the Initial Option, the Company and AGEI will form a joint venture (the "**Joint Venture**").

For one year following the formation of the Joint Venture, the Company will have to option to acquire up to an additional 24% interest (for a total of 75%) (the "**Bump-Up Option**") by funding aggregate expenditures of US\$10,000,000 over a four year period provided that, for each US\$1,000,000 incurred, the Company will be entitled to an additional 2.4% interest. In the event the Bump-Up Option is not exercised (or after the expiration of the four year term following exercise of the Bump-Up Option), the parties will contribute to the Independence Project on a pro rata basis of having their interests diluted in accordance with a straight line dilution formula to be included in terms of the Joint Venture.

Until formation of the Joint Venture, AGEI will remain Operator of the Independence Property however all work programs and budgets must be approved by a technical committee comprised of two nominees of the Company and two nominees of AGEI. In addition, all work programs and budgets must be approved by the Company. Following formation of the Joint Venture, the Company will be the Operator.

In connection with the Option Agreement, the Company has agreed to issue, subject to approval of the Canadian Securities Exchange, 1,100,000 common shares to a third party as a finder's fee and 500,000 common shares to a third party as an advisory fee.

Name Change

The Company also announces that it intended to change its name to "Golden Independence Mining Corp.", which name change has now been completed.

Private Placement

The Company is also pleased to announce a non-brokered private placement of up (subject to the Over-Allotment Option described below) to 10,714,285 units (each a "**Unit**") at a price of \$0.28 per Unit for gross proceeds of up to \$3,000,000 (the "**Private Placement**"). Each Unit will consist of one common share and one-half of one transferable common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.42 per share for a period of one year from the date of issuance.

The Warrants will contain an acceleration provision which will provide that, should the Company's common shares trade at or above \$0.65 for a period of ten or more consecutive trading days (the "**Acceleration Condition**"), the expiry date of the Warrants will be accelerated to 30 days from the date that the Company provides notice (whether by written notice to the holder or the issuance of a press release) that the Acceleration Condition has been satisfied.

In connection with the Private Placement, the Company may issue certain eligible finders (each a “**Finder**”) warrants (each a “**Finder’s Warrant**”) equal to up to 6% of the number of Units placed by the Finder and pay such Finder a fee equal to 6% of the gross proceeds raised by the Finder. Each Finder’s Warrant will have the same terms as the Warrants.

The Company may increase the size of the Private Placement by up to 3,571,428 Units (for additional gross proceeds of \$1,000,000) (the “**Over-Allotment Option**”). In the event the Over-Allotment Option is fully exercised, the aggregate gross proceeds from the Private Placement would be \$4,000,000.

Item 5 Full Description of Material Change

5.1 - Full Description of Material Change

See attached news release.

5.2 - Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, contact:

R. Tim Henneberry, Chief Executive Officer
Telephone: (604) 682-5546

Item 9 Date of Report

September 9, 2020

66 Resources Corp.
200- 551 Howe Street
Vancouver, B.C. V6C 2C2

NEWS RELEASE

NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR
FOR DISSEMINATION IN THE UNITED STATES

**66 RESOURCES ENTERS INTO OPTION AGREEMENT TO ACQUIRE UP TO A 75% INTEREST IN THE
INDEPENDENCE GOLD PROPERTY, BATTLE MOUNTAIN, NEVADA AND ANNOUNCES NON-
BROKERED PRIVATE PLACEMENT**

Vancouver, British Columbia – August 28, 2020 - 66 Resources Corp. (“66” or the “Company”) (CSE: SXX) is pleased to announce it has signed an option agreement (the “**Option Agreement**”) with arm’s length vendor America’s Gold Exploration Inc. (“**AGEI**”) to acquire up to a 75% interest in the advanced-stage Independence Gold Property located in the Battle Mountain-Cortez Trend, Nevada (the “**Independence Property**”). The Independence Property adjoins the Nevada Gold Mines’s Phoenix pit approximately 800 metres to the southwest, which is currently operated under joint-venture between Newmont Mining and Barrick Gold Corporation. Nevada Gold Mines is the largest gold producer in the state of Nevada and is expected to produce 2.1 to 2.3 million ounces of gold in 2020 at industry leading cash costs.

“We are very excited to acquire such a high-quality gold asset located in one of the best mining jurisdictions in the world” commented Tim Henneberry, CEO of 66 Resources. “We look plan to commence a drill program focused on confirming and expanding the areas of known mineralization commencing in September 2020.”

Independence Property Highlights:

- Significantly advanced project with over \$25 million in past exploration including the drilling of over 200 holes, metallurgical test work, and site development.
- Host to a 2010 historical estimate as shown in the table below..
- Fully permitted for the drilling of over 160 holes on 80 drill sites for resource expansion and development drilling.
- Initial drill program planned for September 2020 to bring the historic estimate current and concurrently expand it, leading to a Current Resource estimate in H1/20 followed by a Preliminary Economic Assessment (PEA) in H2/20.

Independence 2010 Historic Estimate

Category	Tonnes	Gold (g/t Au)	Silver (g/t Ag)	Gold (oz)	Silver (oz)	Gold Equiv. (g/t Au)	Gold Equiv. (oz)
Near-Surface Oxide Estimate							
Measured	5,076,607	0.53	12.35	86,200	2,015,600	0.72	116,900
Indicated	8,351,545	0.46	7.36	124,200	1,974,900	0.58	154,600
M&I	13,428,152	0.49	9.24	210,400	3,990,500	0.63	271,500
Inferred	5,440,388	0.38	2.26	66,000	395,800	0.41	72,000
Sulfide Estimate							
Inferred	3,793,848	6.53	-	796,200	-	6.53	796,200
M&I	13,428,152	0.49	9.24	210,400	3,990,500	0.63	271,500

Inferred 9,234,236 2.90 1.33 862,200 395,800 2.92 868,041

Gold Equivalent based on US\$850/OZ Au and US\$28/oz Ag

Independence host a 2010 historic measured and indicated oxide estimate of 14.8 million tons grading 0.014 ounces per ton (opt) gold for 210,400 ounces, historic inferred oxide estimate of 6 million tons grading 0.011 opt gold for 66,000 ounces and an inferred sulfide estimate of 4.1 million tons grading 0.19 opt gold for 796,200 ounces. This source of this historic estimate is "Technical Report of the Independence Gold and Silver Project, Battle Mountain Mining District, Lander County, Nevada USA" prepared for General Metals Corporation and General Gold Corporation by J. Ashton, R.G. Carrington and S.G. Nunnemaker and dated 29-March-2010. The Company feels the historic estimate is relevant and reliable as it was calculated by competent geologists using methods current at the time it was calculated, based on data obtained and verified to the standards of that time.

The 2010 historic oxide estimates were modelled using Minesight software with geologic and mineral domains constructed on cross sections resulting in geologic and mineral domain solids for both gold and silver. The 2010 historic sulfide estimate was modeled from four cross-sections at various orientations with the top of mineralization from each of the three layers made into a surface and then combined with the bottom surface from each respective layer to make a solid of the mineralization for each layer. Two block models were created with 20 ft x 20 ft x 20 ft blocks to estimate the oxide estimate, one for gold and one for silver. The block model for the deep sulfide estimate consisted of 10 ft (E-W) X 10 ft (N-S) X 5 ft (elevation) blocks. The gold and silver grades were estimated using three different methods: ordinary kriging, inverse distance weighted and the nearest neighbor method. The historic estimate reporting used the inverse distance weighted grades while the checking of the estimation results made use of the nearest neighbor results.

The historic estimate utilized a cut-off grade of 0.008 oz AuEq/ton, a value used to fairly represent the in-situ metal content from the overlapping gold and silver deposits. The silver to gold ratio used to calculate the gold equivalency is 65, based on a \$850/oz gold price and \$13.00/oz silver price.

The 2010 historic estimate used categories consistent with CIM definitions of a mineral resource at that date. Twelve drill holes were completed by AGEI in 2017 and 2018, and appear to have extended mineralization to the north, but an update to the estimate has yet to be undertaken. The Company will need to twin some of the existing holes to verify the historic drilling results to allow the calculation of a current resource. The Company cautions investors that a Qualified Person has not done sufficient work to classify the historical estimate as current mineral resources and is not treating the historical estimate as a current mineral resource estimate.

The Independence Property consists of 14 unpatented lode claims along with mill-site mining claims totaling 960 acres and is located 0.5 miles southwest of the Nevada Gold Mines (Newmont) Phoenix Gold Mine within Nevada Gold Mines Phoenix Mine Plan of Operation Boundary.

There are two targets at the Independence Property. The first is the outcropping and shallow (oxide) chert and highly silicified calcareous siltstone hosted mineralization, a high-level epithermal system believed to have formed as a leakage halo above the deeper gold skarn (sulfide) mineralization. The historic resource includes significant higher grade structure and fracture controlled mineralization. The gold silver mineralization lies along the Wilson Independence Fault Zone, a series of subparallel N5°W striking sub-vertical westerly dipping faults and shear zones. The predominant metal-bearing minerals are oxidation products of the original sulfide minerals: goethite, hematite, cerargyrite, argentiferous plumbojarosite, scorodite, along with very fine grained native gold and rare native silver. Oxidation in the shallow deposits is pervasive and ubiquitous to depths of 400 feet (122 metres) below the surface. A mixed sulfide – oxide zone extends for roughly 100 feet (30 metres) below this, and may extend to more than 1000 feet (300 metres) along certain structures and fractures. The main portion of the shallow mineralized body is roughly 3,800 feet (1,160 metres) long.

The deeper (sulfide) precious metal mineralization is a classic gold skarn, similar to the original Fortitude skarn (2.5 million ounces of gold at 0.25 opt) mined in the adjacent pit by Battle Mountain Gold, fine gold disseminated through both the Antler Peak limestone and the calcareous units of the underlying Battle Formation units related to the Roberts Mountain Allocthon. The gold was deposited as microscopic grains of free gold on micro fractures and on crystal faces generated through brittle deformation of the Battle Mountain, Edna Mountain and Antler Peak formations. The deeper mineralization, occurring as sub-horizontal “blankets” 5 to 25 feet (0.5 to 7.6 metres) thick and locally modified by post-mineral faulting, has been encountered in drill holes over an area more than 1,400 feet wide and 3,400 feet long (425 by 1,036 metres) and is open in all directions. 66 Resources cautions investors the presence of gold mineralization at Fortitude is not necessarily indicative of similar mineralization at Independence

The Company plans an aggressive drill program aimed at twinning a sufficient number of holes to bring the historic resource current. The first series of holes will be directed at the oxide resource, to be immediately followed with a series of holes directed at extending the sulfide mineralization along strike and along the relatively shallow dip. The Company objective will be an updated resource early to mid H1 2021. Concurrent with the drilling, the Company will undertake further metallurgical testing in advance of a H2 2021 Preliminary Economic Assessment.

Terms of the Option Agreement

The Independence Property is currently owned by Independence Gold-Silver Mines Inc. (the “**Underlying Owner**”) with AGEI having an option to acquire 100% of the property (the “**Underlying Option Agreement**”), subject to a 2% net smelter return (“**NSR**”) reserved by the Underlying Owner. The Option Agreement is subject to receipt by 66 Resources, within three weeks of execution of the Option Agreement, of a title opinion on the Independence Property acceptable to 66 Resources, acting reasonably. In the event such a title opinion is not received, 66 Resources will have the option to terminate the Option Agreement and any payments advanced to the Underlying Owner (as described below) will become a demand loan advanced by 66 Resources to AGEI and will be repayable by AGEI to 66 Resources.

Under the terms of the Option Agreement, 66 Resources will fulfill AGEI’s obligations under the Underlying Option Agreement, and, in order to earn a 50% interest (the “**Initial Option**”) will make the following payments and incur the following expenditures:

- within 30 days of execution of the Option Agreement, issue 500,000 common shares to AGEI (subject to the approval of the Canadian Securities Exchange) and make a cash payment of US\$50,000 to AGEI;
- make staged cash payments totalling US\$4,300,000 to the Underlying Owner on or before December 31, 2021; and
- incur staged expenditures on the Independence Property in the amount of US\$3,000,000 on or before December 31, 2021.

Following exercise of the Initial Option, 66 Resources will have earned a 50% interest in the Independence Property, with AGEI holding the remaining 50% and also reserving a 2% NSR (in addition to the Underlying Owner’s NSR), with 66 Resources’ having a right to buy back AGEI’s NSR for US\$1,000,000 per 1% (or US\$2,000,000 to buy back the entire 2% NSR). At the time of exercise of the Initial Option, 66 Resources and AGEI will form a joint venture (the “**Joint Venture**”).

For one year following the formation of the Joint Venture, 66 Resources will have to option to acquire up to an additional 24% interest (for a total of 75%) (the “**Bump-Up Option**”) by funding aggregate expenditures of US\$10,000,000 over a four year period provided that, for each US\$1,000,000 incurred, 66 Resources will be entitled to an additional 2.4% interest. In the event the Bump-Up Option is not exercised (or after the expiration of the four year term following exercise of the Bump-Up Option), the parties will contribute to the Independence Project on a pro rata basis of having their interests diluted in accordance with a straight line dilution formula to be included in terms of the Joint Venture.

Until formation of the Joint Venture, AGEI will be remain Operator of the Independence Property however all work programs and budgets must be approved by a technical committee comprised of two nominees of 66 Resources and two nominees of AGEI. In addition, all work programs and budgets must be approved by 66 Resources. Following formation of the Joint Venture, 66 Resources will be the Operator.

In connection with the Option Agreement, 66 Resources has agreed to issue, subject to approval of the Canadian Securities Exchange, 1,100,000 common shares to a third party as a finder’s fee and 500,000 common shares to a third party as an advisory fee.

Name Change

The Company also announces that it intends to change its name to “Golden Independence Mining Corp.”, subject to the approval of the Canadian Securities Exchange (the “**Name Change**”). The Company will issue a further press release announcing the effective date for the Name Change as well as the Company’s new stock symbol and CUSIP in due course.

Non-Brokered Private Placement

The Company is also pleased to announce a non-brokered private placement of up (subject to the Over-Allotment Option described below) to 10,714,285 units (each a “**Unit**”) at a price of \$0.28 per Unit for gross proceeds of up to \$3,000,000 (the “**Private Placement**”). Each Unit will consist of one common share and one-half of one transferable common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.42 per share for a period of one year from the date of issuance.

The Warrants will contain an acceleration provision which will provide that, should the Company’s common shares trade at or above \$0.65 for a period of ten or more consecutive trading days (the “**Acceleration Condition**”), the expiry date of the Warrants will be accelerated to 30 days from the date that the Company provides notice (whether by written notice to the holder or the issuance of a press release) that the Acceleration Condition has been satisfied.

In connection with the Private Placement, the Company may issue certain eligible finders (each a “**Finder**”) warrants (each a “**Finder’s Warrant**”) equal to up to 6% of the number of Units placed by the Finder and pay such Finder a fee equal to 6% of the gross proceeds raised by the Finder. Each Finder’s Warrant will have the same terms as the Warrants.

The Company may increase the size of the Private Placement by up to 3,571,428 Units (for additional gross proceeds of \$1,000,000) (the “**Over-Allotment Option**”). In the event the Over-Allotment Option is fully exercised, the aggregate gross proceeds from the Private Placement would be \$4,000,000.

The proceeds from the Private Placement will be used for to fund the Company’s recently announced exploration program on its Champ precious metals property located near Castlegar, British Columbia, to

partially fund its obligations under the Option Agreement and for working capital. The securities to be issued under the Private Placement will be subject to a four-month hold period in accordance with applicable securities laws and, if required, the policies of the of the Canadian Securities Exchange.

Completion of the Private Placement is subject to the approval of the Canadian Securities Exchange.

Qualified Person

R. Timothy Henneberry, a Qualified Person within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* has approved the technical and scientific information in this press release.

About 66 Resources Corp.

66 Resources Corp. is a junior mining company currently focussed on the Champ precious metal property near Castlegar, British Columbia. In addition, the Company is currently reviewing additional opportunities to increase shareholder value.

FOR FURTHER INFORMATION PLEASE CONTACT:

R. Tim Henneberry, Chief Executive Officer, 66 Resources Corp.
Telephone: 1.604.569.1955 Email:tim@mammothgeological.com

Forward Looking Information

This press release contains forward-looking information (within the meaning of applicable Canadian securities legislation) that involves various risks and uncertainties regarding future events. Such forward-looking information includes statements based on current expectations involving a number of risks and uncertainties and such forward-looking statements are not guarantees of future performance of the Company, and include, without limitation, statements relating to plans and results of exploration and the magnitude and quality of the Independence Property, strategic plans, spending commitments (including those under the Option Agreement) and completion of the Private Placement. There are numerous risks and uncertainties that could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information in this news release, including without limitation, the following risks and uncertainties; (i) the risk that an acceptable title opinion on the Independence Property is not received and 66 Resources elects to terminate the Option Agreement; (ii) risks inherent in the mining industry; (iii) regulatory and environmental risks; (iv) results of exploration activities and development of mineral properties and the risk that such results cause 66 Resources to elect to terminate the Option Agreement; (v) risks relating to the estimation of mineral resources; (vi) stock market volatility and capital market fluctuations; (vii) the risk that the Company will be unable to locate suitable purchasers for the Private Placement or that the Company does not obtain Canadian Securities Exchange approval of the Private Placement; (viii) the risk that the Company does not receive Canadian Securities Exchange Approval for the Name Change; and (ix) general market and industry conditions. Actual results and future events could differ materially from those anticipated in such information. This forward-looking information is based on estimates and opinions of management on the date hereof and is expressly qualified by this notice. Risks and uncertainties about the Company's business are more fully discussed in the Company's disclosure materials filed with the securities regulatory authorities in Canada at www.sedar.com. The Company assumes no obligation to update any forward-looking information or to

update the reasons why actual results could differ from such information unless required by applicable law.