

UNDERTAKING

February 4, 2020

TO: Ontario Securities Commission
RE: Long Form Prospectus of Golden Birch Resources Inc.
SEDAR Project #2982986

Reference is made to the exclusivity agreement and term sheet dated August 24, 2018 (the “**Keveri Option Agreement**”) among Papuan Minerals Pty Ltd (“**PMPL**”), Golden Birch Resources Inc. (the “**Company**”), and Papuan Minerals Ltd (“**PML**”), as amended, and the escrow agreement dated January 31, 2020 (the “**Escrow Agreement**”) among the Company, Capital Transfer Agency ULC (the “**Escrow Agent**”), and the holders of escrowed securities in the form required by National Policy 46-201 *Escrow for Initial Public Offerings* (“**NP 46-201**”).

The undersigned hereby undertake to the Ontario Securities Commission to:

1. cause to be deposited into escrow the common shares of the Company issuable to PMPL (the “**Shares**”) in connection with acquiring the Stage 1 Interest (as that term is defined in the Keveri Option Agreement) pursuant to section 7.3(e)(2) of the Keveri Option Agreement, with the Escrow Agent pursuant to the Escrow Agreement;
2. at the time of the acquisition of the Shares, cause PMPL, Andrew Morris and David Lindley to become parties to the Escrow Agreement by duly executing an amendment to the Escrow Agreement that includes a completed Schedule “A” (in the form required by NP 46-201) for each of PMPL, Andrew Morris and David Lindley (the “**Amendment**”); and
3. file an executed copy of the Amendment on SEDAR promptly and in any event no later than seven days after execution of the Amendment.

GOLDEN BIRCH RESOURCES INC.

per: *“Iain Martin”*
Name: Iain Martin
Title: Chief Administrative Officer,
Secretary, and Director

PAPUAN MINERALS PTY LTD

per: *“Andrew Morris”*
Name: Andrew Morris
Title: Director

