

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

Item 1. Name and Address of Company

Golden Birch Resources Inc. (the "Company")
140 Cook's Lake Road
Timmins, ON
P4R 0B7

Item 2. Date of Material Change

July 30, 2020

Item 3. News Release

The attached News Release was released by ACCESSWIRE on July 30, 2020.

Item 4. Summary of Material Change

The material change is described in the News Release attached as Schedule A.

Item 5. Full Description of Material Change

The material change is described in the News Release attached as Schedule A.

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

Iain Martin
Chief Administration Officer, Secretary, and Director
Tel: (705) 288-0249
E-mail: martiniainr@gmail.com

Item 9. Date of Report

July 31, 2020.



Golden Birch Resources Inc. Announces Close of Second Tranche of Private Placement of Approximately C\$554,000

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Timmins, ON, Canada (July 30, 2020) – Golden Birch Resources Inc. (CSE: GBRX) (“**Golden Birch**” or the “**Company**”) announces that, in connection with its previously announced private placement (the “**Offering**”), the Company has completed the second tranche (“**Second Tranche**”) of the Offering. The Offering is composed of the sale of units (“**Units**”) of the Company at a price of C\$0.15 per Unit. Each Unit consists of one common share in the capital of the Company (“**Share**”) and one Share purchase warrant (“**Warrant**”). Each whole Warrant shall entitle the holder to purchase one additional Share at an exercise price of C\$0.20 per Share, for a period of five (5) years from the date of issuance. The First Tranche consisted of the sale of 7,500,000 Units for aggregate gross proceeds of C\$1,125,000. The Second Tranche consists of the sale of 3,693,334 Units for aggregate gross proceeds of C\$554,001.50. It is presently anticipated that closing of the third and final tranche (the “**Third Tranche**”) of the Offering will occur on or around August 17, 2020.

In connection with the closing of the Second Tranche, the Company has agreed to pay: to IBK Capital Inc. (“**IBK**”) a commission of (i) C\$47,025.01, payable in cash; and (ii) 348,333 broker warrants to purchase Units (“**Broker Warrants**”), with each whole Broker Warrant entitling the holder to purchase one additional Unit at price C\$0.15 per Unit, for a period of five (5) years from the date of issuance; and to Mackie Research Capital Corporation (“**Mackie**”) C\$2,025.00, payable in cash; and (ii) 15,000 Broker Warrants.

Alan Martin, President and CEO of Golden Birch stated “We are very pleased to close this second tranche of our financing with the support of IBK Capital. As per our recent News Releases, Golden Birch has a portfolio of copper and gold prospects southeast of Port Moresby, Papua New Guinea. Management believes that some of these prospects have certain characteristics of Tier-1 porphyry Cu-Au deposits in PNG currently being mined today. Golden Birch’s current focus remains the commencement of our maiden drilling program which will be possible from the funds generated by this private placement. With the money raised, we are delighted to have the Company’s anticipated commencement of drilling at Omu and Waki in order to determine the size and grade of these encouraging porphyry targets.”

All securities issued and issuable pursuant to the Offering will be subject to a hold period of four months and one day from the date of issuance. Completion of the Offering is subject to the receipt of all regulatory approvals, including the approval of the Exchange.



140 Cook's Lake Road
Timmins, Ontario
P4R 0B7 Canada

Use of Proceeds

The Company intends to use the proceeds from this private placement for exploration on the Keveri Project, specifically, the commencement of drilling on at least one of two discovery targets, being Omu and Waki, which management believes has certain characteristics of Tier-1 copper-gold porphyry deposits. The proceeds will also be used for working capital, corporate overhead and general and administrative purposes. For more information on the Omu and Waki prospects, please see the previously issued press releases of the Company dated April 15, 2020 and March 25, 2020.

The Company is continuing its work on the establishment of an access road to the Keveri Project to facilitate low cost exploration. The Company is also continuing to procure a drill rig and associated equipment and other supplies necessary for its maiden drilling program on the Keveri Project.

About Golden Birch Resources Inc.

Golden Birch Resources Inc. is a mineral exploration company focused on acquiring, exploring, and developing quality mineral properties in Papua New Guinea. Core value for the Company are respect for the Community, the Landowners, the environment and operating a safe workplace for its employees. The Company is also committed to best practise standards of Corporate Governance.

For further information please visit the Company's website at www.goldenbirchresources.ca or contact:

Golden Birch Resources

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This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

Forward-Looking Statements

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

This Press Release contains forward-looking statements that involve risks and uncertainties, which may cause actual results to differ materially from the statements made. Such statements reflect the Company's present views, future plans, objective

or goals, including words to the effect that the Company or management expects a stated condition or result to occur. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions are intended to identify forward-looking statements. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Many risks, uncertainties, and other factors involved with forward-looking information could cause our actual results to differ materially from the statements made, including those factors discussed in filings made by us with the Canadian securities regulatory authorities.

Forward-looking information in this news release includes, but is not limited to, the Company's objectives, goals or future plans, statements, such actual results of current exploration programs, the Offering, the general risks associated with the mining industry, the price of copper, gold and other metals, currency and interest rate fluctuations, increased competition and general economic and market factors, potential mineralization, the estimation of mineral resources, exploration and mine development plans, timing of the commencement of operations and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to failure to identify mineral resources, failure to convert estimated mineral resources to reserves, the inability to complete a feasibility study which recommends a production decision, the preliminary nature of metallurgical test results, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR.

Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.