

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

Item 1. Name and Address of the Company

Golden Birch Resources Inc.
140 Cook's Lake Road
Timmins, ON P4R 0B7

Item 2. Date of Material Change

September 1, 2020.

Item 3. News Release

The press release attached as Schedule "A" was released by ACCESSWIRE on September 1, 2020.

Item 4. Summary of Material Change

The material change is described in the press release attached as Schedule "A".

Item 5. Full Description of Material Change

The material change is described in the press 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: martiniair@gmail.com

Item 9. Date of Report

September 1, 2020



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

**GOLDEN BIRCH RESOURCES INC. ANNOUNCES PLANS FOR AN INITIAL
DRILLING PROGRAM AT OMU COPPER-GOLD PROSPECT
AND APPOINTS TWO NEW DIRECTORS TO ITS BOARD**

Timmins, ON, Canada (September 1, 2020) – Golden Birch Resources Inc. (CSE: GBRX) (“Golden Birch” or the “Company”) is pleased to announce that it is preparing to begin a drilling program at the Omu copper-gold prospect (the **“Omu Prospect”**) located within the Company’s flagship Keveri property (the **“Keveri Project”**), located in Papua New Guinea (**“PNG”**).

The Omu Prospect is located approximately 180 kilometres (**“km”**) southeast of Port Moresby, PNG, and is one of several key copper-gold (**“Cu-Au”**) targets at the Keveri Project. In late 2018 and early 2019, Golden Birch completed geological mapping, geochemical sampling and geophysical surveying at the Omu Prospect, and has developed a number of drill targets based on this completed exploration. See Golden Birch news release dated March 12, 2020 for further details of previous work completed at Omu.

Drill Hole Targeting

Two drill targets have been defined at the Omu Prospect. The bigger target (the **“Main Target”**) and a significant NE target (the **“NE Target”**). The targets were confirmed by the recent induced polarization (**“IP”**) survey. The IP anomalies are coincident elevated Cu-Au-Mo values in soil geochemistry, multiple low to high grade rock chip results (Cu & Au) and widespread alteration identified by detailed geological mapping.

The Company anticipates the initial drill program will consist of at least two drill holes, pDH1 and pDH2, with anticipated lengths of 250 and 550 metres (**“m”**) respectively.

The figures below outline supporting information for the upcoming drill program at the Omu Prospect.

Figure 1 illustrates the position of the proposed drill holes to test the Main IP Target. Figure 2 illustrates a section through the Main Target anomaly and the pierce points and traces for the proposed drill holes.

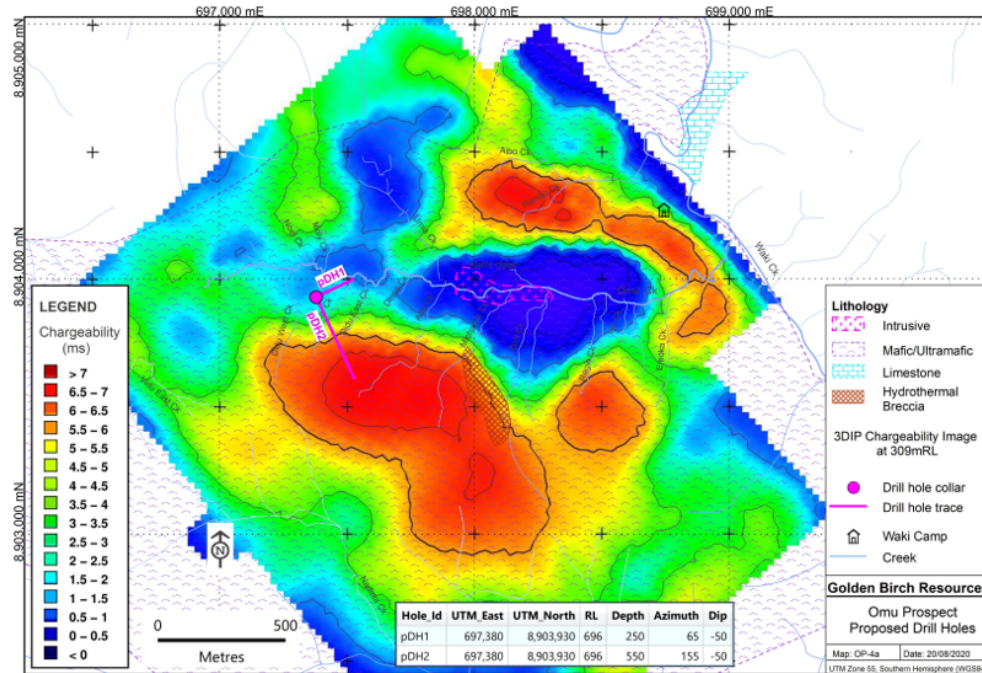


Figure 1: Omu prospect, location of proposed drill holes and IP chargeability anomalies at a depth of approximately 340 m from surface. The proposed drill hole pDH2 is 550 m in length and tests the down-dip portion of the Main Target anomaly.

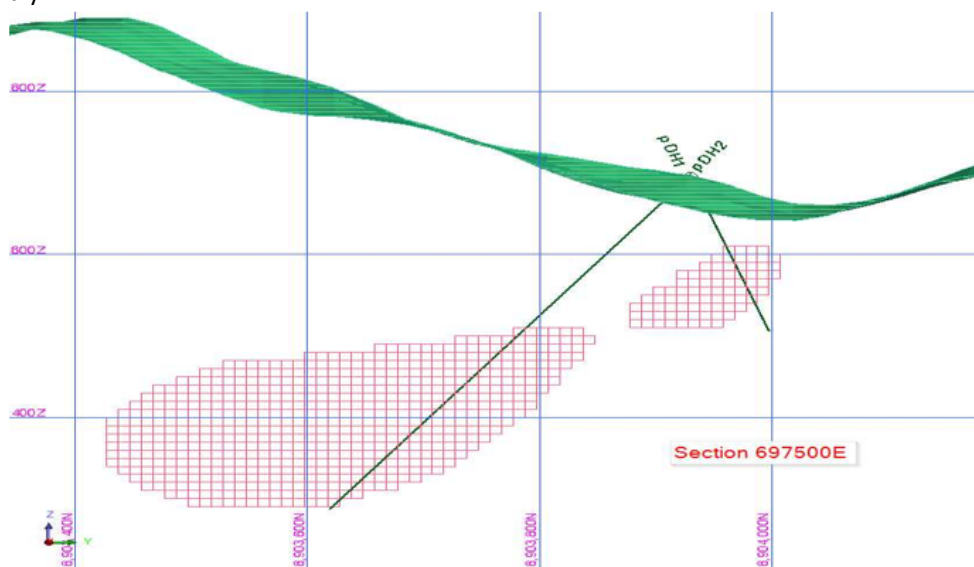


Figure 2: Proposed drill holes pDH1 and pDH2 and a cross section through grid line 697500E. The IP anomaly is illustrated by red squares and the lower level of the anomaly remains open at depth because the survey reached its depth limitation. Note that Omu Creek is positioned at approximately 8,904,000N.

Purchase of Drilling Rig

In late July 2020, Golden Birch purchased a used CS 1000 drill rig which has capability for the following core depths: PQWL to 305 m; HQWL to 460 m; and NQWL to 610 m. Photos of the drill rig are provided below:



CS 1000 drill rig in Tasmania, Australia on tracks



CS 1000 drill rig in Tasmania with mast up

Golden Birch believes this drill rig will provide greater flexibility for the upcoming drill program. The Company intends to assemble a drilling team made up of experienced local PNG and foreign nationals. The drill rig has been inspected and it shows no material mechanical issues. It is expected that this drill rig and associated equipment will be shipped from Tasmania to Port Moresby in September with anticipated arrival to the site in late October/early November.

Access Road

The Company has engaged the services of NC Civil Works to construct an access track (the “**Access Track**”) from the village of Doma to the Waki exploration camp. NC Civil Works has more than thirty years of experience in constructing timber roads in remote parts of PNG. The Access Track is approximately 32 km in length and will provide Golden Birch with low cost access to the exploration site. Landowners have provided unanimous support for the Access Track. During June and July, the Company employed more than 30 casual workers, many from the nearby village of Doma to assist with cutting trees from sections of the Access Track. Mobilisation of the bulldozer is expected to occur in early September 2020. It is estimated that it will take 30-50 days to complete the Access Track.

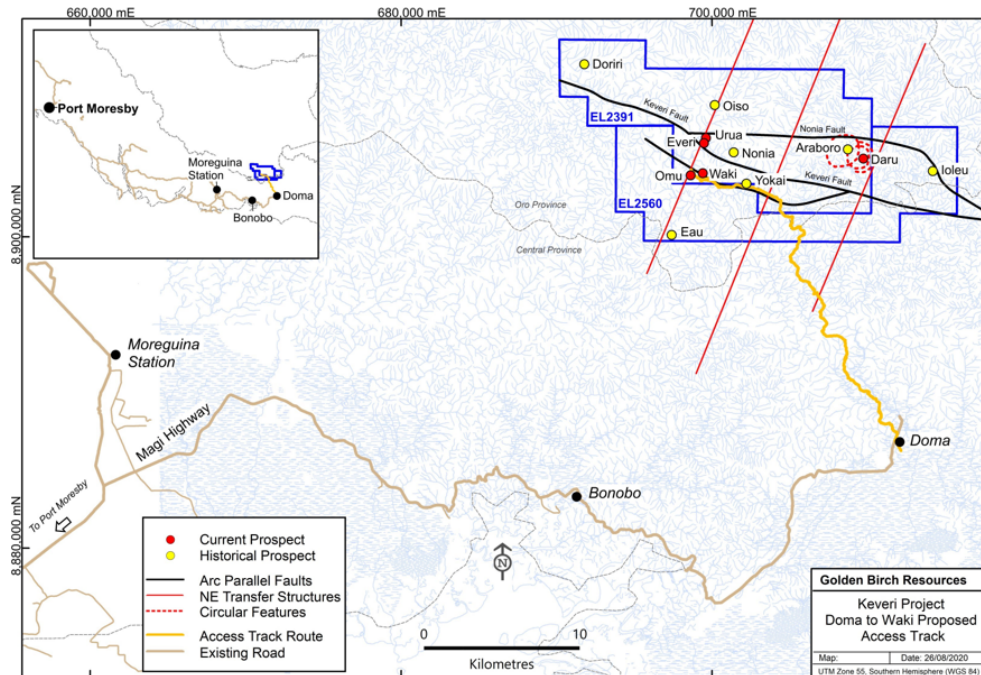


Figure 3: Proposed Access Track from near Doma village to Waki Exploration camp. The Access Track will link the Waki Exploration camp with the road system to Port Moresby.

Director Resignations and Appointment of Two New Directors

As per the Option Agreement with Papuan Minerals Pty Ltd (“PMPL”), PMPL is able to nominate two representatives to the board of the Company. The existing two representatives of PMPL, Messrs. Andrew Morris and David Lindley, have decided to pursue other opportunities and so have tendered their resignation as non-executive directors of the Company. The Company thanks Messrs. Morris and Lindley for their contribution. PMPL have nominated Messrs. Stephen Lewin and Stephen Grey to replace them as representatives on the board. Messrs. Lewin and Grey have extensive experience in the resources sector.

Stephen Lewin is a partner in the commercial law firm Leahy Lewin Lowing Sullivan Lawyers, practicing in Port Moresby, PNG. Mr. Lewin has practiced extensively in Sydney, Australia and Port Moresby, PNG, and various parts of southeast Asia during his 45 years of legal practice. Mr. Lewin acts as PNG counsel for a number of major international law firms in relation to infrastructure, corporate advising, mining, oil and gas and commercial property development in PNG. He has been involved in a significant number of major energy and resources, banking, infrastructure, construction and corporate transactions including drafting project agreements and related documentation, project finance, privatization and corporatization, joint ventures and advising institutional and private clients, investors, contractors and the PNG government. Stephen regularly advises the PNG government and some of its state owned entities on commercial law matters generally. Mr. Lewin was the managing partner of Gadens PNG (1984-1989), managing partner, Gadens Sydney (1990-1992), managing partner, Gadens PNG (1993-1997) then returned to practice with another law firm in Australia until returning to PNG as a partner of the firm in 2010.

Stephen Grey is the managing director of Wokman Teleoks Ltd., the largest labour hire supply company in PNG, supplying both national and expatriate labour to the resource sector. As the country manager, Mr. Grey has extensive PNG experience. Until 2014, he was the chief executive officer at Applus Velosi for Australia, Indonesia,

PNG and Oceania, supplying manpower and inspection services to the oil/gas and mining industries. Mr. Grey holds a bachelor of transport studies from Monash University and a diploma of business studies from RMIT University.

Qualified Person

Mr. Ian Taylor, MAusIMM(CP), a consultant to the Company, and a Qualified Person as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*, has approved the applicable contents of this news release.

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 values 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

Iain Martin, Chief Administrative Officer (CAO)
& Executive Director

Tel: +1 (0) 705 288 0249
martiniainr@gmail.com

Yellow Jersey PR Limited

Sarah Hollins
Henry Wilkinson
Emma Becirovic

Tel: +44 (0) 20 3004 9512
goldenbirch@yellowjerseypr.com

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 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.

Appendix A: Known copper and gold deposits of Papua New Guinea

Table 1: Known porphyry copper and gold deposits in the Papuan Mobile Fold Belt. Total indicated and inferred tonnes of mineral resources.

MINES	TONNES	GRADE		METAL	
	Mt	Au (g/t)	Cu (%)	AU (Moz)	Cu (Mt)
Grasberg (<i>Porter GeoConsultancy, Rio Tinto 2007/2008</i>)	5761	0.68	0.78	126.5	44.8
Lihir (<i>Newcrest December 2018, Explanatory Notes</i>)	690	2.3	-	50.0	-
Porgera (<i>Porter GeoConsultancy, Total Mineral Resources December 2007</i>)	167.86	3.33	-	17.9	-
Ok Tedi (<i>Porter GeoConsultancy, Resources at 1984</i>)	700	0.63	0.63	14.2	4.4
Hidden Valley (<i>Porter GeoConsultancy, Resources at 2010/2011, Morobe JV</i>)	102	1.71	-	5.6	-
Simberi ⁽¹⁾ (<i>St Barbara Ltd Mineral Resources Statement, August 2019</i>)	90.8	1.4	-	4.2	-
PROJECTS	Mt	Au (g/t)	Cu (%)	AU (Moz)	Cu (Mt)
Frieda, Nena (<i>Highlands Pacific Feasibility Study, April 2017</i>)	2742	0.23	0.42	19.7	11.5
Wafi-Golpu ⁽²⁾ (<i>Porter GeoConsultancy, Newcrest Mining Ltd. August 2012</i>)	1133	0.73	0.9	26.7	9.0
Misima (<i>Kingston Resources, November 2017 Resources Release</i>)	158.4	1.2	-	5.7	-
Panguna (<i>Porter GeoConsultancy, incl historic prod & Resources at March 2016</i>)	2548	0.42	0.36	34.4	9.3

Notes:

- (1) Mineral Resources excludes historic gold production.
- (2) Includes total resources for both Golpu and Wafi deposits.