

**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

December 23, 2020.

Item 3. News Release

The press release attached as Schedule "A" was released by ACCESSWIRE on December 23, 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: martinaiainr@gmail.com

Item 9. Date of Report

December 23, 2020.

**GOLDEN BIRCH RESOURCES INC. ANNOUNCES \$500,000 NON-BROKERED PRIVATE PLACEMENT**

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT INTENDED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

Timmins, ON, Canada (December 23, 2020) – Golden Birch Resources Inc. (CSE: GBRX) (“**Golden Birch**” or the “**Company**”) is pleased to announce a non-brokered private placement financing (the “**Offering**”) for gross proceeds of up to \$500,000 composed of up to 3,333,333 units (“**Units**”) at a price of CAD\$0.15 per Unit. Closing of the Offering is expected to occur on or around December 30, 2020.

Each Unit will consist of one common share of the Company (“**Common Share**”) and one Common Share purchase warrant (“**Warrant**”). Each whole Warrant will entitle the holder to purchase one Common Share at a price of CAD\$0.20 per Common Share until the date which is five (5) years from the date of issuance.

The Company intends to use the net proceeds from the Offering for exploration on the Keveri property and for general corporate and working capital purposes. Completion of the Offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the Canadian Securities Exchange and applicable securities regulatory authorities. All securities issued and issuable pursuant to the Offering will be subject to a four month and one day statutory hold period.

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. Golden Birch continues to maintain and develop strong relationships with the local community and landowners that was initiated by Papuan Minerals Ltd. The Company is also committed to the safety of its employees and consultants and respect for the environment.

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

Iain Martin
Chief Administrative Officer & Executive Director
E: martiniainr@gmail.com
C: 1.705.288.0249

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.

Forward Looking Statements

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 Offering, 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, the inability to predict and counteract the effects of COVID-19 on the business of the Company, including but not limited to the effects of COVID-19 on the price of commodities, capital market conditions, restriction on labour and international travel and supply chains, 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.