

**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**

March 11, 2021.

**Item 3. News Release**

The press release attached as Schedule "A" was released by ACCESSWIRE on March 11, 2021.

**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**

March 11, 2021.

**GOLDEN BIRCH RESOURCES INC. ANNOUNCES THE RESIGNATIONS OF DAVID DRINKWATER  
AND STEPHEN LEWIN**

Timmins, Ontario (March 11, 2021) - Golden Birch Resources Inc. (GBRX: CSE) ("Golden Birch" or the "Company") announces the retirement and resignation of Mr. David Drinkwater from the Board of Directors. Commencing with his appointment on July 30, 2019, Mr. Drinkwater's mandate as an independent director and the Chairman of the Board of Directors of the Company has been to assist with the Company's development into a publicly listed mineral exploration company. The Company would like to extend its gratitude to Mr. Drinkwater for his valuable contributions to the Company and wishes him well in his retirement. The Company also announces the resignation of Mr. Stephen Lewin from the Board of Directors for personal and health reasons. The Company would like to thank Mr. Lewin for his time serving as a director and wishes him well in his future endeavours. Pursuant to the option agreement dated March 20, 2020 (the "Option Agreement") between the Company, Papuan Minerals Pty Ltd ("PMPL"), and Papuan Minerals Limited, PMPL is entitled to replace its two representative directors to the board of the Company, upon the removal or resignation of such directors. PMPL had previously put forth Mr. Lewin as one of its two representative directors, and the Company understands that PMPL is presently conducting a search to identify a replacement representative director to fill the vacancy to created by the Resignation. In addition, pursuant to the Option Agreement, the Company will work with PMPL to identify a mutually acceptable independent Chairman of the Board of the Company to fill the vacancy caused by the retirement of Mr. Drinkwater.

**For further information please visit the Company's website at [www.goldenbirchresources.ca](http://www.goldenbirchresources.ca) or contact:**

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*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, objectives 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 resignations of Mr. Drinkwater and Mr. Lewin, 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.*