

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

May 18, 2021.

Item 3. News Release

Press release issued by the Company on May 18, 2021 in respect to the material change referred to in this report via a Canadian news wire service, a copy of which has been filed via SEDAR.

Item 4. Summary of Material Change

The Company provided corporate updates that David Drinkwater has rejoined the Board as a director and as Chair of the Board, Steve Balch has become a new director to the Board, Iain Martin will assume the role of interim CEO and President replacing Alan Martin, who has resigned as a director and officer of the Company.

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

No information has been omitted from this material change report.

Item 8. Executive Officer

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

Item 9. Date of Report

May 21, 2021.



Golden Birch Resources Provides Corporate Update

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Timmins, Ontario (May 18, 2021) - Golden Birch Resources Inc. (GBRX: CSE) ("Golden Birch" or the "Company") is pleased to announce changes to its board of directors and management and to announce exploration updates to its drill program at the Omu prospect, Keveri Project, in Papua New Guinea.

Board and Management Updates:

The Company's board of directors (the "**Board**") is pleased to announce that David Drinkwater has rejoined the Board as a director and as Chair of the Board and welcomes Steve Balch to the Board as a new director. David has held a number of senior executive roles in different Canadian businesses, several board positions with public companies and he was a partner in a leading law firm. Steve brings extensive technical and corporate experience from over 35 years in the mineral exploration industry, in both Canada and abroad. His background as a geophysicist, developer of innovative mineral exploration technology and co-founder, director and senior manager of publicly listed companies will contribute to the Board's breadth and depth of skills.

Iain Martin will assume the role of interim CEO and President replacing Alan Martin, who has resigned as a director and officer of the Company to pursue his interest in incubating early-stage exploration ventures. Alan was the founder of Golden Birch and was instrumental in advancing its exploration program. The Board would like to thank Alan for his contributions as director, CEO and President and wishes him all the best in his future endeavours.

Exploration Highlights:

- The Company's drill program in PNG has been interrupted by COVID-19 related factors. However, the Company has received the assay results on its first hole, Hole OMU21DD001, which was completed on February 12, 2021 to a depth of 217.1 metres ("m");
- This first drill hole provided valuable information about the mineralized system present at Omu and enables the Company to more fully understand and plan future drill holes;
- The hole yielded 10m of 0.1% Copper ("Cu") at 36m, 4m of 0.11% Cu at 84m, and 4m of 0.2% Cu at 212.1m;
- Variable copper mineralization from 38m to 217m downhole is associated with strong epidote alteration and fracturing evidence of hydrothermal alteration;
- The Company believes that Hole OMU21DD001 intersected the outer parts of a mineralized system which is structurally controlled. The weak copper mineralization in Hole OMU21DD001 represents the up-dip portion of the IP Main Target anomaly;
- The Company is working towards completing 3,000m of drilling to earn a 51% interest in the Keveri Exploration License, with the objective of then completing a further 10,000m to earn an 85% interest in Exploration License.
- Due to COVID-19, exploration activities for the Keveri Project have been paused and will resume when the situation presents a lower risk for workers and local landowners associated with the project. Golden Birch maintains a minimal crew at the Waki Camp.

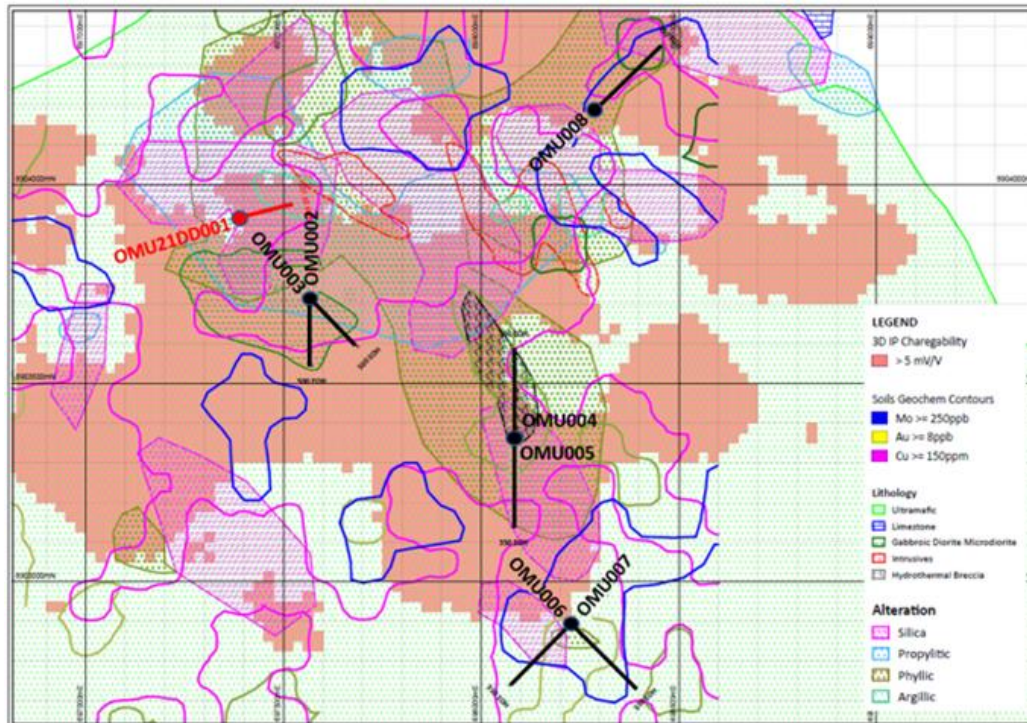


Figure 1. Location of Hole Omu21DD001 and the proposed position of hole 2 (OMU002) at Dino's pad. Hole 2 will target the Omu Main IP chargeability anomaly. Additional drill holes (3,4,5,6 and 7) are proposed to test the southeast part of Omu prospect, towards a new area called Omu SE. Omu SE is believed to be the location of the source intrusion(s) responsible for the mineralization at Omu Main. An eighth drill hole is proposed to test the Omu northeast target, which has anomalous copper in both outcrop and soils and a strong IP anomaly.

Please note that a more detailed report of the exploration results is available on the Golden Birch website.

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 reviewed and approved the scientific and technical information in this news release.

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

Iain Martin
Director, interim CEO and President
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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 news release.

Forward-Looking Statements

This News 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, statements concerning the Company's objectives, goals or future plans, exploration programs, and potential mineralization. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, COVID-19 restricting the ability of the Company to carry out its proposed activities, insufficient funding to complete planned exploration programs, difficulties in obtaining necessary equipment or skilled labour to carry out exploration programs, results of drilling or metallurgical test results being unsatisfactory, 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.