

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

June 22, 2021.

Item 3. News Release

Press release issued by the Company on June 22, 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 announced a \$3,000,000 private placement financing of units.

Item 5. Full Description of Material Change

On June 22, 2021, the Company announced that it has engaged IBK Capital Corp. (“**IBK Capital**”) to manage a proposed private placement financing for gross proceeds of up to C\$3,000,000 through the sale of 20,000,000 units (“**Units**”) of the Company at a price of C\$0.15 per Unit (the “**Offering**”). Each Unit shall consist of one Class A 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. IBK Capital has been granted the right to increase the size of the Offering by up to 20%, pursuant to which it may sell up to an additional 4,000,000 Units by giving notice to the Company prior to 48 hours before the closing date.

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 closing. In connection with the Offering, the Company will pay commissions and issue broker warrants to IBK Capital.

The Company intends to use the proceeds from this private placement for exploration on the Keveri Project, for its 3,000m drill program, working capital, corporate overhead and general and administrative purposes.

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 CEO, President and Secretary
Tel: (705) 288-0249
E-mail: martiniainr@gmail.com

Item 9. Date of Report

June 30, 2021.