

**Form 51-102F3
Material Change Report**

1. Name and Address of Company

GoldHaven Resources Corp.
Suite 970-1050 West Pender Street
Vancouver, BC
V6E 3S7

2. Date of Material Change

January 5, 2023

3. News Release

A news release was issued by GoldHaven Resources Corp. (CSE: GOH) (the “Company”) on January 5, 2023, disseminated through Canada Stockwatch and filed on SEDAR.

4. Summary of Material Change

The Company announces entering into a plan of arrangement binding letter of intent.

5. Full Description of Material Change

The Company is pleased to announce that is pleased to announce that they have entered into a binding letter of Intent (the "LOI") dated December 21, 2022 pursuant to which it is contemplated that GoldHaven will incorporate a wholly owned subsidiary Oro Atacama Minerals Corp. (“**Oro Atacama Minerals**”), that will acquire all of the outstanding common shares of Oro Atacama SpA, a Chilean mining corporation that is the owner of precious metal properties in Chile, and GoldHaven’s existing subsidiary subsidiaries. GoldHaven Resources Chile SpA and 1243461 B.C. Ltd. by way of a plan of arrangement (the “Plan of Arrangement”) collectively referred to in this news release as the “Acquisition”. Oro Atacama Minerals

The Plan of Arrangement

Pursuant to the POA, GoldHaven and Oro Atacama SpA shall settle and execute the definitive acquisition and arrangement agreements and upon satisfactory regulatory review, the transaction will close and the common shares of Oro Atacama Minerals Corp. shall commence trading on the CSE as a separate company.

Upon closing of the transaction, GoldHaven shareholders will receive one share of Oro Atacama Minerals Corp. for every “x” shares of



Figure 1. India Coya Operation

GoldHaven held as of the share distribution record date which will be announced in a forthcoming news release - “x” is to be determined as part of the transaction process. Note that this process is expected to take 4-5 months in order to complete all requisite regulatory approvals barring any unforeseen delays.

Oro Atacama Minerals Corp.: Chilean-Focused Gold Production and Exploration

Upon closing of the proposed POA, Oro Atacama Minerals Corp. will hold a 100% interest in GoldHaven’s Chilean exploration portfolio as well as Oro Atacama’s India Coya, Los Sapos, and Pepita production/exploration properties and will become a premium vehicle for early-stage exploration and small-scale gold production in Chile. Following completion of the POA, GoldHaven Resources Corp. will continue to trade on the CSE and remain focused on advancing exploration at Smoke Mountain, located in the Central British Columbia Porphyry-Epithermal Belt and Pat’s Pond located in the Central Newfoundland Gold Belt. Both properties have shown promising early exploration data. GoldHaven will also actively evaluate additional Canadian exploration opportunities.



Figure 2. GoldHaven’s Chilean Portfolio

GoldHaven’s Current Land Positions in Chile

GoldHaven Resources Corp. currently owns 100% interest in 7 different properties (totalling over 250km²) in the Maricunga Gold Belt of Northern Chile. The Company’s highly skilled technical team has identified a total of 12 epithermal gold +/- silver exploration targets at its Alicia and Roma project areas which are located within a prominent regional NW-SE structural trend along strike from Gold Fields’ Salares Norte deposit (21.1Mt at 5.1g/t gold and 57.9g/t silver for 3.5Moz of gold¹).

India Coya: Most Advanced (55 Hectares)

India Coya consists of a gold-copper vein system, with a general NS strike, hosted in a Cretaceous aged intrusion (granodiorite). The property is located 25km south of Copiapó and 5km from Route 5 (Pan-American Highway).

To date, an extensive 8,000 metre drill campaign has been completed (20xx) from the interior of the mine. To execute this campaign, 15 drilling platforms were constructed, and holes were drilled in a fan-like distribution (Figure 5).



Figure 3. Processing Plant at India Coya



Figure 4. Processing Equipment at India Coya

Results from this drilling confirm the presence of a Principal Structure that aligns mineralization and has identified at least three mineralized lenses. The largest of these lens' being 201 meters long, 150 meters high and with an average width of 3.11 meters in width.

Los Sapos: Robust Grades & High Accessibility (229 Hectares)

Located 70km south of Copiapó, and 15km from Route 5, Los Sapos is situated in a district containing auriferous quartz veins where gold content ranges between below detection and 20.0 g/t². There are three main veins on the property, the largest is continuous for 2.5 km and the other two are 0.5 and 1 km long respectively. There are several smaller veins which are continuous from between 100 and 250 meters along strike.

To date, two drill campaigns have been completed totalling 3,400 meters of drilling and focused in the northern part of the property (~30% of the vein area).

Pepita: Under-explored Vein System

Pepita is a vein system with 500 metres of strike length that ranges between 2 and 5 metres in thickness. The vein system is oriented north-south and dips 70° toward the East. Limited exploration has been performed at Pepita to date.

Raul Dagnino, President of Oro Atacama SpA, is also President of *Terraservice*, a private Chilean company that provides drilling services for a number of mining and exploration companies. Raul has many years of experience in drilling and exploration in the Atacama region of Chile.

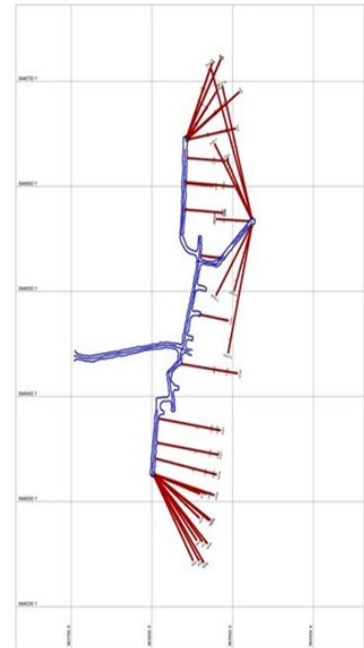


Figure 5. India Coya: Drill Holes Program

Raul comments, “This proposed strategic transaction combining Oro Atacama’s advanced stage exploration projects with GoldHaven’s longer term opportunity for larger ore discoveries is a formidable step towards unlocking the most value in Chile for both companies. I look forward to working with Justin and his team at GoldHaven to move through the due diligence process as quickly as possible and to work towards achieving our ultimate goals of fast-tracking production, generating positive cash flow and maximizing shareholder value.”

GoldHaven CEO, Justin Canivet, comments “It has always been a central focus of mine to deliver as much shareholder value as possible in Chile for GoldHaven shareholders and I am thrilled to be moving forward with Oro Atacama and our proposal to create a new and exciting gold junior with advanced stage exploration projects that have the potential to be fast-tracked toward production and provide much needed cash flow to fund further exploration campaigns at GoldHaven’s previously identified high priority drill targets in the Maricunga. What we are proposing to do together is create a high quality portfolio of assets in Chile that provides significant risk mitigation and value creation potential for shareholders. Both GoldHaven and Oro Atacama are dedicated to working together to build and execute a well thought out exploration strategy for the new Oro Atacama Minerals Corp. We are confident that executing on our forthcoming go-forward strategy will unlock significant shareholder value in 2023.”

Details Of Proposed Plan of Arrangement

Oro Atacama Minerals Corp. shall complete a pre-POA financing to cover transactional working capital via the issuance of 625,000 special warrants (the “**Special Warrant**”) at \$0.40 per Special Warrant raising gross proceeds of \$250,000. The Special Warrants shall be automatically exercised during the execution of the POA.

Concurrent with the close of the POA, the Company shall settle consulting fees of \$468,750 due and owing at that time by the issuance of 937,500 shares.

GoldHaven and Oro Atacama SpA will also prepare the requisite technical report(s) in accordance with the National Instrument 43-101, the financial statements and MD&As, audit reports, fairness opinions and additional disclosure for stock exchange review and acceptance.

Once the CSE provides its conditional approval of the proposed transaction, GoldHaven shall then apply to the Supreme Court of British Columbia for an interim court order to hold a general meeting of GoldHaven shareholders to approve the POA.

Upon the grant of such interim order, both GoldHaven and Oro Atacama shall hold general meetings for shareholder approval of the POA.

During the foregoing, GoldHaven and its financing engagement team shall secure an additional \$2,000,000 in financing through the offering of 4,000,000 common shares at the price of \$0.50 per common share to be held in trust by GoldHaven or a registered securities dealer pending the POA closing. Funds will be used to get production started at India Coya and Los Sapos and to continue with further surface trenching and geochem analysis at Alicia and Roma where GoldHaven has already identified 12 high priority targets.

Upon shareholder approval, GoldHaven will obtain the final court order to complete the transaction.

This distribution of the Oro Atacama Minerals Corp. shares to GoldHaven shareholders shall be based on a ratio to be calculated by dividing (i) a majority percentage of the number of Oro Atacama Minerals Corp. shares that will be issued to GoldHaven for the purchase by Oro Atacama Minerals Corp. of GoldHaven’s two Chilean property holding companies by (ii) the number of GoldHaven common shares outstanding as of the scheduled record date for the distribution of such Oro Atacama Minerals Corp. shares.

Upon the completion of GoldHaven’s \$2,000,000 financing GoldHaven will present the final court order and its updated applications for the approval of Oro Atacama Minerals Corp.’s listing on the CSE.

Following shareholder approval, court order approval and CSE approval, the parties shall complete the Acquisition.

No assurance can be given at this time that the proposed POA will be completed, that the conditions to closing will be satisfied or that the terms of the Plan of Arrangement will not change materially from those described in this news release.

The details of the Acquisition will be provided in the management information circular, which will be mailed to the shareholders of GoldHaven and will be available on www.sedar.com under the profile of GoldHaven.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

Justin Canivet, CFA
Chief Executive Officer
(604) 638-5938

9. Date of Report

January 11, 2022