

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

GoldHaven Resources Corp. (the “Company”)
#1570 – 200 Burrard Street
Vancouver, British Columbia
V6C 3L6

Item 2: Date of Material Change

April 16, 2024

Item 3: News Release

A news release dated April 16, 2024 was disseminated through various approved public media and filed on SEDAR+ on April 16, 2024.

Item 4: Summary of Material Change

GoldHaven Enters Option Agreement to Acquire 100% Interest in the Powerline Uranium Project

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

Please see attached Schedule “A”

5.2 Disclosure for Restructuring Transactions

Not applicable

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

Bonn Smith
Chief Executive Officer
(604) 638-3073

Item 9: Date of Report

April 16, 2024



GoldHaven Enters Option Agreement to Acquire 100% Interest in the Powerline Uranium Project

Vancouver, British Columbia – (April 16, 2024) – GoldHaven Resources Corp. (CSE: GOH) (OTCQB: GHVNF) (FSE: 4QS0) (“GoldHaven” or the “Company”) and Ameranium Resources Corp. (“Ameranium”) **entered into an option agreement** (the “Powerline Option Agreement”) dated April 15, 2024 for the **purchase by GoldHaven of 100% legal and beneficial interest in and to 630 lode claims in Grand County, Utah covering 13,008 acres** (the “Property”). Gordon Ellis is a director of both GoldHaven and Ameranium.

GoldHaven CEO, Bonn Smith, states, “Ameranium has done incredible work identifying the **Powerline Uranium Project**, at a time when the world’s focus is **quickly turning to uranium and nuclear power** due to their significant role in the quest for achieving **Net-Zero Emissions by 2050**. With this deal, GoldHaven commits to playing a **crucial part in the closing of the uranium supply gap**. Nuclear power represents hope, especially for the younger generations, and that hope begins with the **exploration and discovery of uranium deposits, today**. There has never been a better time to be, or become, a GoldHaven shareholder.”

Ameranium’s Research Results: The Powerline Uranium Project

Ameranium purchased, reprocessed, and re-interpreted **commercial seismic data from the 1980s, cross-analyzing this data against gamma ray logs** from numerous historical abandoned oil and gas wells. This data, combined with geological logs and projections from surface mapping, **outlined a very prospective target zone extending across the 13 km (8 mile) wide Powerline Uranium Property**.

The required environmental and archaeological surveys have been completed and **permits to carry out drilling have been issued** by the U.S. Bureau of Land Management. **Drilling can commence at any time** following the posting of the necessary reclamation bond.

Powerline Project Highlight Drill Targets

Target #1: The Samson Powerline 12-1 well, near the centre of the Powerline Property. Gamma ray geophysical logs indicate a **35.4 m (116 ft) thick zone of uranium mineralization**

within which a **19.0 m (62.4 ft) thick section** is estimated to have **uranium grade of 0.0258% U₃O₈¹**.

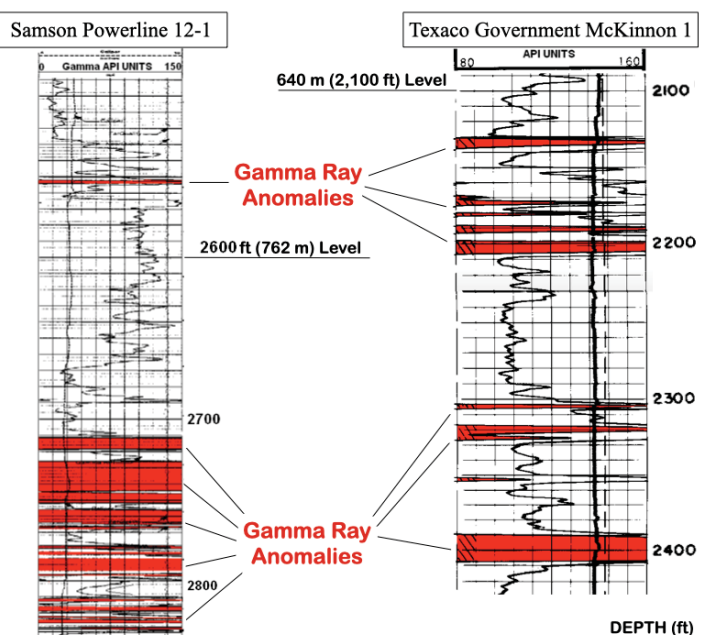


Figure 1: Gamma Ray Log Data from the Samson Powerline 12-1 and Texaco Government McKinnon 1 wells

Target #2: The Texaco Government McKinnon 1 well, located in the eastern part of the Powerline Property. A private report suggests that this intersection was the **highest gamma ray anomaly ever reported in an oil well** at the time it was drilled (1966)².

Determining High-Grade Uranium Mineralization Zones

Gamma ray logs are a common geophysical log used in downhole surveying of wells drilled by the oil & gas industry. They are used to assist in identifying lithological units in a well. When radioactive elements decay, they emit **radiation** that can be **measured by the logging instrument**. **This amount of radiation is typically scaled in API units**, a standardized system established by the American Petroleum Institute (API).

Figure 1 and Figure 2 both show zones of anomalous API readings (>200 API). The highly anomalous values detected by the gamma ray logs from these wells are likely to be **indicative of much higher grade radioactive material**. The local **uranium-rich environment** suggests that the reported **radioactive records are from higher grade uranium**.

The Samson Powerline 12-1 well is the primary well of interest with multiple anomalies identified in the Chinle formation at about 2700 ft with readings well in excess of 400 API.

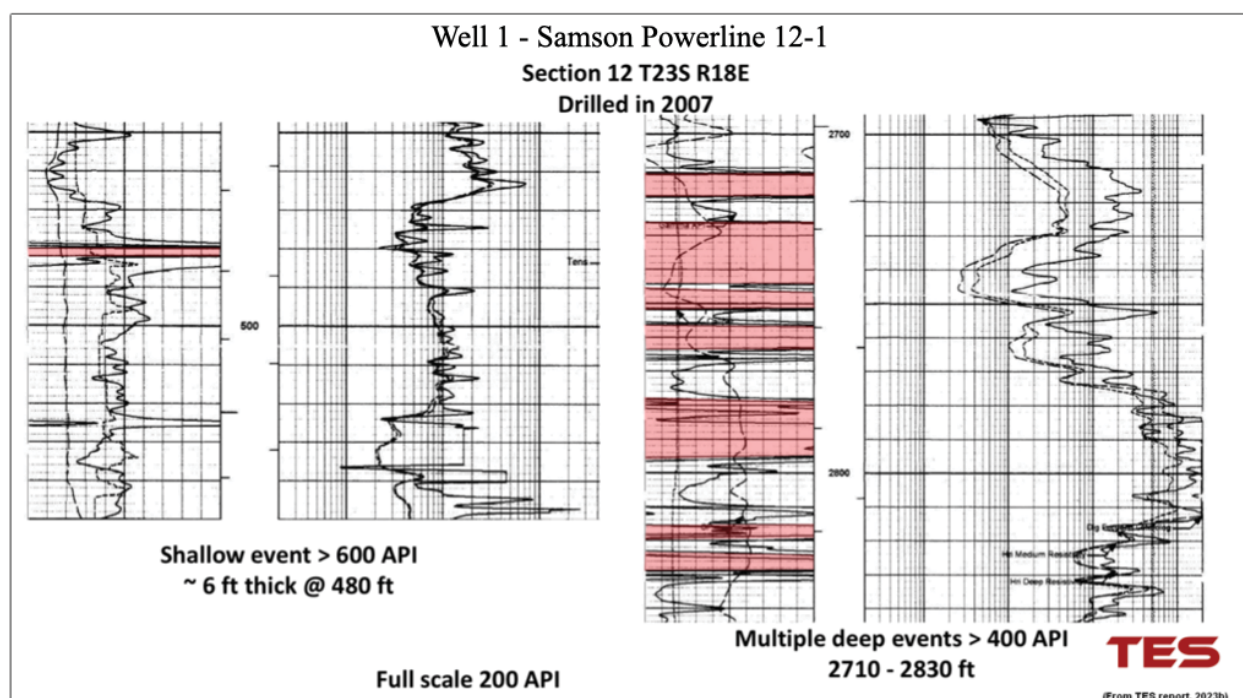


Figure 2: Samson Powerline 12-1 Logs

Phase 1 & 2 Drill Programs

Phase 1 work program includes drilling the Samson Powerline 12-1 hole to obtain core, fresh sample material, confirm extent and grade of the mineralized zones, and complete down-hole geophysical surveys. Assuming positive drilling results from Phase 1, **Phase 2 will be initiated**, consisting of **multiple drill holes around Samson Powerline 12-1**, and a **twinning of the Texaco Government McKinnon 1 and other historical wells**.

Uranium in Utah and the USA

The Powerline Uranium Project is located within one of more than 30 uranium “districts” recognized by the Utah Geological Survey. Utah is a mining-friendly state with a long history of mining. According to information published by the Utah Geological Survey, total uranium production in Utah is documented to have been 122,497,605 lbs of U_3O_8 which would have a current value (May 2023) of approximately USD \$6 billion³.

Most of the known uranium deposits in the USA are hosted by sedimentary rocks. Figure 4 shows that the traditional uranium production has been from sedimentary deposits in the Colorado Plateau and the Basins of Wyoming. The Powerline Project lies within sedimentary rocks of the Colorado Plateau, America’s most prolific uranium mining region, which has produced over 328 million pounds U_3O_8 (at 0.2 to 0.4% U_3O_8) since the 1950s⁴.



Figure 3: Location Map

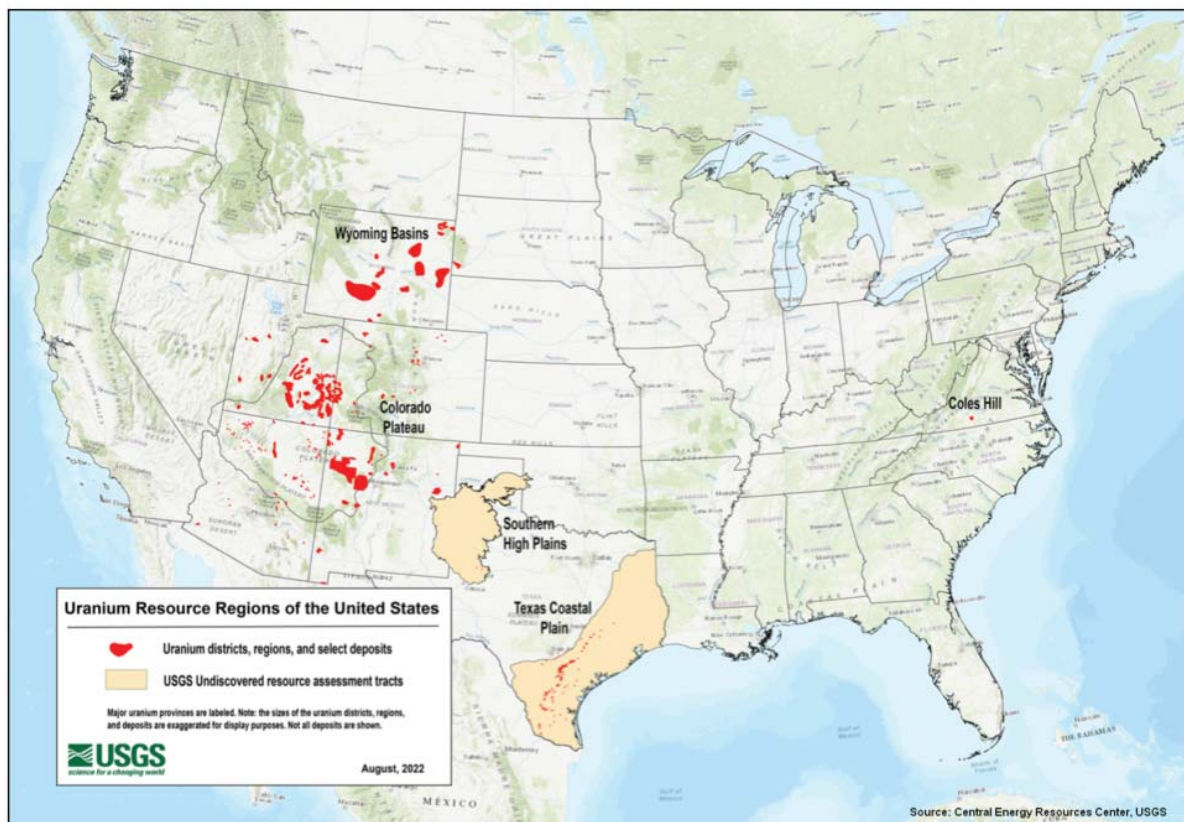


Figure 4: Uranium Deposits in the USA
(Central Energy Resource Center, 2022⁵)

The Uranium Supply Gap & U.S. Legislation

Uranium demand is expected to increase continuously over the **next 50 years as the demand for more environmentally acceptable sources of energy become entrenched and as the population grows**. The U.S. is the world's largest producer of nuclear power, **accounting for about 30% of worldwide generation of nuclear electricity**. **The U.S. imports 90% of its annual uranium requirement despite holding the world's fourth-largest reserves**.

Seeking to cut its reliance on Russia (which supplies more than one-fifth of its uranium) the **United States House passed a bill in December that would ban importing Russian uranium from 2028, and requiring the U.S. to source a portion of its nuclear fuel** (20 tonnes of HALEU — high-assay low enriched uranium fuel needed to run most advanced reactors in the country) **to come from domestic sources by the end of 2027**.

“Enriched uranium is key to unlocking the boundless potential for clean and reliable nuclear energy. Just as importantly, it’s a pillar of American national security. Unfortunately, the U.S. lacks capacity to fully produce enriched uranium, and it has resulted in an unsafe reliance on Russia—a bad actor who could cut off uranium exports to us at any time.”

- United States Senator, Jim Risch

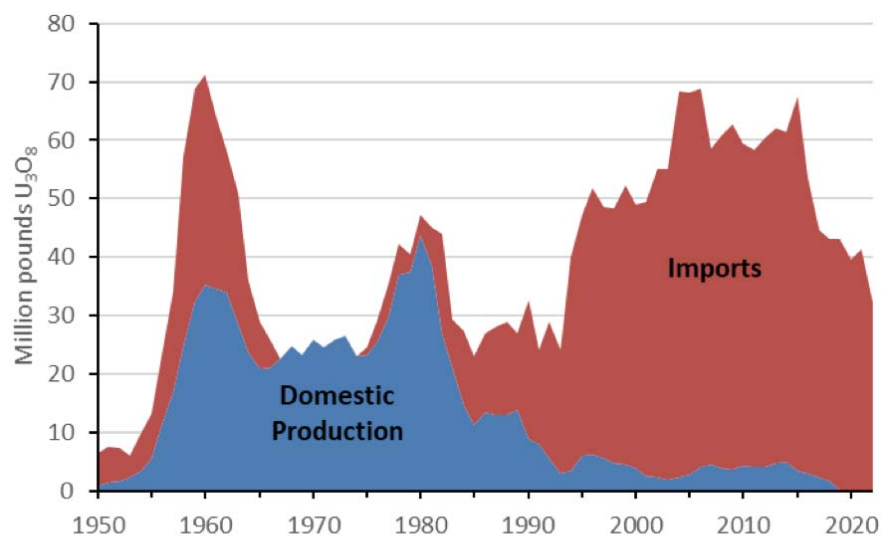


Figure 5: Sources of USA Uranium
(US Energy Information Administration⁶)

In-Situ Recovery Methods & Nearby Resources

The top of the favourable target zone in the Samson Powerline hole is at a **depth of 823 m (2,700 ft)**. Although relatively deep, the interpreted mineralized zone is **well below the potable water table** and has **exceptional potential** to be amenable for **uranium mining by “In-Situ Leach” and recovery methods (ISL)**. ISL was developed in Wyoming, USA in the 1960’s and 70’s for the purpose of extracting uranium from the mineralized zones where they are located, **i.e. in the ground**.

The buried deposits are thought to lie at depths ranging from **300 to 1000 m**, which thanks to the advent of **ISL are now considered very attractive targets**. Deposits of this type and grade account for approximately **46% of world-wide uranium production**.

Field work on the Powerline Uranium Project can be carried out year-round, with occasional brief interruptions due to muddy conditions in March and April. **Mining operations could be carried out year-round.**

The town of Moab is the county seat for Grand County and is located approximately 29 km by paved road and 13 km by maintained gravel road from the Project. Moab has an adequate supply of essential services including medical services, schools, churches, a variety of stores and accommodations. The population in the surrounding communities is **diverse and large enough to provide a skilled workforce. There is sufficient power available and adequate water in the Project area to support a mining operation.**

Summary of Option Agreement

The Powerline Option Agreement sets out that GoldHaven may acquire a **100% interest in and to the Property by exercising two separate options** (first option and second option), whereas the first option shall expire by **July 1, 2024** and the second option expires by **December 31, 2025**.

By exercising the first option, GoldHaven may acquire an undivided interest in and to **40 lode claims** encompassing approximately **800 acres of the Property** in consideration of **8,800,000 common shares** of GoldHaven.

GoldHaven may acquire the remaining **590 lode claims** in the Property encompassing approximately **12,208 acres** by exercising the second option and in consideration of **17,600,000 common shares** for the remainder of the Property.

In the event that GoldHaven does not exercise the first option and the second option by such foregoing deadline dates, such option or options shall expire and be of no force or effect. Further, if the first option is not exercised by its deadline being **July 1, 2024**, the second option shall automatically expire on **July 2, 2024** and be of no force or effect.

GoldHaven shall prepare a Form 2A Listing Statement and file same together with the supporting 43-101F1 Technical Report with the CSE and on SEDAR+.

In addition to the share considerations, GoldHaven shall also make an aggregate one-time land payment of **USD \$103,950** to Ameranium in cash by **August 1, 2024** and reimburse Ameranium up to **CDN \$35,000** upon execution of this Agreement, as a non-refundable deposit, for out of pocket expenses related to the review of historical data pertaining to the Property.

Further, so long as the first option or the second option are in effect and not expired, GoldHaven shall be responsible for all BLM and county holding costs and payments. If GoldHaven is not able to pay such costs, while still being liable for such costs, then GoldHaven shall provide Ameranium with a minimum of 60 days prior written notice to Ameranium to enable Ameranium to cover such payment on the basis that the GoldHaven shall indemnify Ameranium for such payments when GoldHaven has sufficient funds to provide such indemnity.

The exercise of both options shall be subject to completion of a financing by GoldHaven of not less than **CDN \$1,000,000**.

The shares issued upon exercise of the first option and the second option shall be subject to the applicable restrictions of the Canadian securities laws, and Ameranium shall not trade the shares before four (4) months and one (1) day after the issuance date of such shares and the shares issued under the first option shall be escrowed for 10 calendar days following the posting of the Form 2A Listing Statement together with the supporting 43-101F1 Technical Report with the CSE and on SEDAR+.

Once GoldHaven decides to exercise an option, then GoldHaven shall give a written notice of exercise to Ameranium before exercising such option which notice shall designate a date for closing of the respective sale of the Property.

Ameranium and GoldHaven are obliged to indemnify each other for any damage that is effectively suffered by Ameranium or GoldHaven as a result of falseness or inaccuracy of the statements and guarantees made by each party to the other party even after the Powerline Option Agreement is terminated.

When GoldHaven exercises the first option to acquire the **40 lode claims** or the second option to acquire the remaining **630 lode claims**, Ameranium shall convey an undivided one hundred percent (100%) interest in and to the respective claims upon exercise of such options. The undivided **one hundred percent (100%) interest shall vest in GoldHaven** upon exercise of each option.

If GoldHaven fails to perform its obligation under the Agreement, then the Powerline Option Agreement shall terminate and GoldHaven will not be able to exercise any option. GoldHaven may terminate the Agreement by giving a written notice of termination before thirty **(30)** days to Ameranium after which the Agreement shall be of no force and effect.

Financing Details

Details on the **CDN \$1,000,000** financing are forthcoming.

Qualified Person

Seymour M. Sears, B.A., B.Sc., PGO, a Qualified Person as defined by National Instrument 43-101 Standards of Disclosure for Mineral Projects, has read and approved all technical and scientific information contained in this news release.

About GoldHaven Resources Corp.

GoldHaven Resources Corp. is a Canadian junior metals exploration Company focused on acquiring and exploring mineral exploration targets in North America. The Company is making exploration progress at its Smoke Mountain property which is located in the highly prospective Central British Columbia Porphyry-Epithermal Belt, where a new 2.5-Kilometre-long Cu-Au-Zn mineralization trend has been identified. Proactive engagement with stakeholders and Indigenous rightsholders to achieve mutually beneficial relationships is an integral part of GoldHaven's strategy.

On Behalf of the Board of Directors

Bonn Smith, Chief Executive Officer

For further information, please contact:

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Office Direct: (604) 638-3073

Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE-Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

News Release References

- 1 Hite, R.J., 2015: Private Memo in the Files of Ameranium Resources Corp.
- 2 Norman, R.R., 1972: Geological Report Concerning the Ten Mile Uranium Prospect, Grand County, Utah; a private report prepared for Buttes Gas & Oil Co.
- 3 Mills, S.E. and Jordan, B., 2021, Uranium and vanadium resources of Utah - an update in the era of critical minerals and carbon neutrality: Utah Geological Survey Open - File Report 735, 26 p., 1 appendix, <https://doi.org/10.34191/OFR-735> .
- 4 Holger Albrethsen, Jr. and Frank E. McGinley (1982). Summary History of Domestic Procurement Under U.S. Atomic Energy Commission Contracts, September 1982.
- 5 Central Energy Resource Center, 2022: Map of Uranium resource regions of the United States. Source: USGS, August 2022.
- 6 <https://www.eia.gov/totalenergy/data/monthly/>

Cautionary Statements Regarding Forward Looking Information

This news release contains forward-looking statements and forward-looking information (collectively, "forward looking statements") within the meaning of applicable Canadian and U.S. securities legislation, including the United States Private Securities Litigation Reform Act of 1995.

All statements, other than statements of historical fact, included herein including, without limitation, the intended use of the proceeds received from the Offering, the possible acquisition of the Projects, the Company's expectation that it will be successful in enacting its business plans, and the anticipated business plans and timing of future activities of the Company, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: "believes", "will", "expects", "anticipates", "intends", "estimates", "plans", "may", "should", "potential", "scheduled", or variations of such words and phrases and similar expressions, which, by their nature, refer to future events or results that may, could, would, might or will occur or be taken or achieved. In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation, that investor interest will be sufficient to close the Offering, and the receipt of any necessary regulatory or corporate approvals in connection with the Offering and the Assignment, that there will be investor interest in future financings, market fundamentals will result in sustained precious metals demand and prices, the receipt of any necessary permits, licenses and regulatory approvals in connection with the future exploration and development of the Company's projects in a timely manner, the availability of financing on suitable terms for the exploration and development of the Company's projects and the Company's ability to comply with environmental, health and safety laws.

The Company cautions investors that any forward-looking statements by the Company are not guarantees of future results or performance, and that actual results may differ materially from those in forward-looking statements as a result of various factors, including, operating and technical difficulties in connection with mineral exploration and development activities, actual results of exploration activities, the estimation or realization of mineral reserves and mineral resources, the inability of the Company to obtain the necessary financing required to conduct its business and affairs, as currently contemplated, the inability to close the Offering, the costs and timing of the development of new deposits, requirements for additional capital, future prices of precious metals, changes in general economic conditions, changes in the financial markets and in the demand and market price for commodities, lack of investor interest in future financings, accidents, labour disputes and other risks of the mining industry, delays in obtaining governmental approvals, permits or financing or in the completion of development or construction activities, changes in laws, regulations and policies affecting mining operations, title disputes, the inability of the Company to obtain any necessary permits, consents, approvals or authorizations, including by the Exchange, the timing and possible outcome of any pending litigation, environmental issues and liabilities, and risks related to joint venture operations, and other risks and uncertainties disclosed in the Company's latest interim Management's Discussion and Analysis and filed with certain securities commissions in Canada. All of the Company's Canadian public disclosure filings may be accessed via www.sedar.com and readers are urged to review these materials.

Readers are cautioned not to place undue reliance on forward-looking statements. The Company undertakes no obligation to update any of the forward-looking statements. The Company undertakes no obligation to update any of the forward-looking statements in this news release or incorporated by reference herein, except as otherwise required by law.