

FORM 51-102F3

**Material Change Report
UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

1. Name and Address of Company:

Gold Hunter Resources Inc.
9285 – 203B Street
Langley, BC V1M 2L9

(the "Company")

2. Date of Material Change:

January 31, 2022

3. News Release:

A news release was disseminated on January 31, 2022 and was subsequently filed on SEDAR.

4. Summary of Material Change:

The Company announced that it has entered into two separate arm's-length agreements pursuant to which the Company will acquire a 100% interest in eight mineral projects as an option to acquire a 100% interest in an additional one mineral project in the Province of Newfoundland and Labrador collectively known as the Rambler and Tilt Cove Projects.

The first agreement is a Property Purchase Agreement made between the Company and Fair Haven Resources Inc. ("Fair Haven") dated January 27, 2022 (the "Fair Haven Acquisition Agreement") pursuant to which the Company will acquire all of Fair Haven's interest in the Rambler and Tilt Cove Projects, and six other projects in consideration for the payment of \$250,000 and the issuance of 4,000,000 common shares to the 35 shareholders of Fair Haven, each shareholder receiving a number of common shares in proportion to such shareholder's interest in Fair Haven. The common shares are subject to a four month statutory hold period expiring on May 22, 2022. Fair Haven has retained a 2% net smelter returns royalty on the Property (the "NSR"). The Company holds the right to buy back 50% of the NSR at any time for \$1,000,000. In addition, the Company holds a right of first refusal in connection with any proposed sale or transfer of the NSR by Fair Haven. It is anticipated that the closing of the Property Purchase Agreement will occur on or about February 2, 2022.

A 6% finder's fee is payable to Canal Front Investments Inc. in connection with the Fair Haven Acquisition Agreement consisting of \$15,000 cash and 240,000 common shares. All shares issued to the Fair Haven shareholders and the finder will be subject to a statutory hold period of four months following closing.

The second agreement is a Property Option Agreement made among the Company and Unity Resources, Gary Lewis, Jerry Jones, Nicholas Rodway, Aubrey Budgell and Paul Delaney (the "Marwan Optionors") dated January 27, 2022 (the "Marwan Option Agreement") pursuant to which

the Company has the option to acquire all of the Marwan Optionors' interest in Rambler project by completing a series of cash payments to the Marwan Optionors totaling \$1,695,000, issuing 10,300,000 common shares to the Marwan Optionors and incurring \$2,500,000 of expenditures, in stages over a period of five years as follows:

- (a) pay \$15,000 upon signing of the Marwan Option Agreement;
- (b) pay \$25,000 on or before December 1, 2022;
- (c) pay \$50,000 on or before December 1, 2023
- (d) issue 1,500,000 common shares and incur \$800,000 of property expenditures on or before July 1, 2024;
- (e) pay \$190,000 and issue 2,000,000 common shares on or before December 1, 2024;
- (f) pay \$415,000 and issue 2,800,000 common shares on or before December 1, 2025; and
- (g) pay \$1,000,000 and issue 4,000,000 Shares and incur a further \$1,700,000 of property expenditures on or before December 1, 2026.

An 8% finder's fee is payable to Canal Front Investments Inc. and Sean Kingsley (each as to 4%) in connection with the Marwan Option Agreement consisting of cash and common shares. The finder's fee will be payable in proportionate increments over the five year span of the Marwan Option Agreement as payments and share issuances are made by the Company. All shares issued to the Marwan Optionors and the finders will be subject to a statutory hold period of four months following the date of issuance.

5. **Full Description of Material Change:**

See attached news release dated January 31, 2022.

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

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer:**

Richard Macey, President, CEO and Director
Telephone: (604) 290-6152

9. **Date of Report:**

January 31, 2022