

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

ITEM 1. NAME AND ADDRESS OF ISSUER

Golden Spike Resources Corp. (the "**Company**")
94 Linden Court
Port Moody, British Columbia
V4H 5C1

ITEM 2. DATE OF MATERIAL CHANGE

September 10, 2021

ITEM 3. NEWS RELEASE

Issued on September 10, 2021 and distributed through the facilities of Newsfile Corp.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has completed its initial public offering pursuant to a prospectus dated August 6, 2021 (the "**Offering**") in which it issued an aggregate of 6,000,000 units (the "**Units**") at a price of \$0.25 per Unit (the "**Offering Price**") for aggregate gross proceeds of \$1,500,000.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company completed the Offering of 6,000,000 Units at a price of \$0.25 per Units for aggregate gross proceeds of \$1,500,000. Each Unit consists of one common share of the Company (each, a "**Common Share**") and one-half of one Common Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one Common Share at an exercise price of \$0.50 until September 10, 2023.

Pursuant to an agency agreement dated August 6, 2021, Leede Jones Gable Inc. (the "**Agent**") acted as agent on a commercially reasonable efforts basis in respect of the Offering and received a cash commission in the amount of \$135,000 and a corporate finance fee consideration for its services. In addition, Golden issued to the Agent and certain of its sub-agents an aggregate of 540,000 non-transferable compensation options to purchase Common Shares (the "**Compensation Options**"). Each Compensation Option is exercisable until September 10, 2023, at an exercise price of \$0.25 per Common Share.

Proceeds of the Offering will be applied to finance the Company's exploration work and for working capital purposes.

Golden also announced that it received approval of its application to list its Common Shares on the Canadian Securities Exchange (the "**Exchange**"). Golden's Common Shares were listed on the Exchange on September 9, 2021 and immediately halted

pending closing of the Offering. The Common Shares commenced trading on the Exchange on September 13, 2021 under the trading symbol "**GLDS**".

ITEM 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

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Keith Anderson, Chief Executive Officer
Telephone: (604) 786-7774

ITEM 9. DATE OF REPORT

September 22, 2021