

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Goldbank Mining Corporation (the “Company”)
702 – 889 West Pender Street
Vancouver, BC V6C 3B2

Item 2. Date of Material Change

December 8, 2022.

Item 3. News Release

News release was disseminated on December 8, 2022 via Canada Stockwatch and Market News, and filed, via SEDAR, with the British Columbia Securities Commission and Alberta Securities Commission.

Item 4. Summary of Material Change

The Company announces that it is increasing its private placement financing announced on December 6, 2022 to up to \$1,000,000 comprised of the sale of up to 20,000,000 units at \$0.05 per unit.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company is increasing its private placement financing announced on December 6, 2022 to up to \$1,000,000 comprised of the sale of up to 20,000,000 units at \$0.05 per unit. All other terms of the financing remain the same. Each unit consists of one common share and one transferable warrant, each such warrant entitling the holder to purchase one additional share at a price of \$0.055 per share for five years. The Company is relying on an exemption from the related party requirements of MI 61-101 for participation by control persons and other insiders of the Company in the financing which participation only occurs following approval in advance by independent directors. A portion of the financing will be issued on a flow-through basis. Units will entitle holders to receive the tax benefits applicable to flow-through shares in accordance with provisions of the *Income Tax Act* (Canada). Proceeds of the financing will be used for payment of debt, working capital and for exploration and development of the Company’s Klondike properties including costs related thereto. The financing is subject to acceptance for filing by the TSX Venture Exchange.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

The Company is not relying on subsection 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

There is no omitted information.

Item 8. Executive Officer

For further information, please contact:

James Boyce, President & CEO – Tel. 604.683.3288.

Item 9. Date of Report

December 18, 2022.