

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

January 2, 2024

Item 3. News Release

News release was disseminated on January 9, 2024 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 the appointment of two directors.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announces that Mr. Jerry Lozynsky has been appointed to its Board of Directors. Mr. Lozynsky brings to the Company a wealth of experience earned over four decades building value as an owner and manager of Canadian midstream oil and gas companies specializing in all facets of pipeline services including construction, integrity, maintenance and rehab. Jerry is the former president of JEDCO Energy Services Corp. and TESTCO Western Corp. Prior to founding JEDCO and TESTCO Mr. Lozynsky was Marine Pipeline’s project manager overseeing and responsible for massive projects valued up to \$600 million throughout Canada for clients including TC Energy Corporation, Enbridge Inc., Pembina Pipeline Corporation and Nova Chemicals Corporation.

Mr. Lozynsky joins the Company’s Board of Directors with Mr. Frank Garofalo. Mr. Garofalo earned a Bachelor of Science from the Massachusetts Institute of Technology, a Master of Science from the University of Michigan and a Harvard MBA. Mr. Garofalo is a member of the MIT Venture Mentoring Service. Mr. Garofalo brings to the Company more than three decades of experience as a Management Consultant and Corporate Finance Advisor on special assignments for Chief Executive Officers and boards of directors, assisting companies of up to over \$10 billion in size in technology driven markets across the U.S. and Europe.

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

January 9, 2024.