

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

GOLD'N FUTURES MINERAL CORP. (the "Company")  
Suite 810 - 789 West Pender Street  
Vancouver, BC V6C 1H2

(the "Company")

**Item 2 Date of Material Change**

August 25, 2021

**Item 3 News Release**

The news release was disseminated on August 25, 2021 by way of the facilities of Global Newswire, filed on SEDAR and posted to the Company's disclosure hall with the CSE.

**Item 4 Summary of Material Change**

The Company announced that it has closed the first tranche of its previously announced brokered private placement of units ("Units") and flow-through units ("FT Units") of the Company at a price of C\$0.085 per Unit and of C\$0.095 per FT Unit for aggregate gross proceeds of C\$2,201,309.00 (the "First Tranche").

Each Unit is comprised of one common share of the Company (a "Common Share") and one Common Share purchase warrant ("Warrant"). Each FT Unit is comprised of one common share of the Company (a "FT Common Share") and one Warrant each of which will qualify as a "flow-through share" (within the meaning of subsection 66(15) of the Income Tax Act (Canada)(the "Tax Act"). Each Warrant is exercisable to acquire one Common Share (a "Warrant Share") at a price of C\$0.12 per Warrant Share for a period of 24 months from the closing of the First Tranche, subject to adjustment in certain circumstances. Any Warrant Shares issued upon the exercise of Warrants will be issued on a non flow-through basis.

**Item 5 Full Description of Material Change**

See the attached news release.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Matthew Fish, Director  
Business Telephone: (905) 781 -8786

**Item 9 Date of Report**

August 25, 2021

**Not for distribution in the United States or through United States newswire services**

**NEWS RELEASE**

August 25, 2021

**CSE: FUTR**  
**OTC: GFTRF**  
**FSE: G6M**

**GOLD'N FUTURES CLOSSES C\$2.2 MILLION IN FIRST TRANCHE OF PRIVATE  
PLACEMENT LED BY CANACCORD GENUITY CORP.**

VANCOUVER, BC -- (Newsfile – August 25, 2021) GOLD'N FUTURES MINERAL CORP. (CSE: FUTR) (FSE: G6M), (OTC: GFTRF) (the "**Company**" or "**Gold'n Futures**") is pleased to announce that it has closed the first tranche of its previously announced brokered private placement of units ("**Units**") and flow-through units ("**FT Units**") of the Company at a price of C\$0.085 per Unit and of C\$0.095 per FT Unit for aggregate gross proceeds of C\$2,201,309.00 (the "**First Tranche**").

Each Unit is comprised of one common share of the Company (a "**Common Share**") and one Common Share purchase warrant ("**Warrant**"). Each FT Unit is comprised of one common share of the Company (a "**FT Common Share**") and one Warrant each of which will qualify as a "flow-through share" (within the meaning of subsection 66(15) of the Income Tax Act (Canada)(the "**Tax Act**"). Each Warrant is exercisable to acquire one Common Share (a "**Warrant Share**") at a price of C\$0.12 per Warrant Share for a period of 24 months from the closing of the First Tranche, subject to adjustment in certain circumstances. Any Warrant Shares issued upon the exercise of Warrants will be issued on a non flow-through basis.

Stephen Wilkinson, CEO of Gold'n Futures, commented: "This Private Placement is notable as it is being completed during a very difficult summer market that is further complicated with the continuing Covid pandemic. The fact that we are advancing is a credit to the team at Canaccord and to the quality and remarkable potential our Gold'n Futures Hercules gold project. We are lining up our consultants, contractors and field team, and will be commencing work on the property within the next 3 weeks. In addition, we have made the permit application for our diamond drilling and are expecting the permit by mid-October."

In connection with the closing of the First Tranche, the Company paid a cash commission to Canaccord Genuity Corp. (the "**Agent**") equal to 7.0% of the aggregate gross proceeds under the First Tranche, and issued an aggregate of 1,742,545 non-transferable broker warrants ("**Broker Warrants**") to the Agent, with each such Broker Warrant entitling the Agent to acquire one Common Share of the Company at an exercise price of C\$0.095 for a period of 24 months from the date of issuance, subject to adjustment in certain circumstances.

The Company intends to use the net proceeds from the sale of FT Units to incur "Canadian exploration expenses" that are "flow-through mining expenditures" (as such terms are defined in the Tax Act) on the Company's Hercules gold property in Ontario and the Brady gold property in Newfoundland. The net proceeds from the sale of the Units will be used for general corporate purposes.

The securities issued under the First Tranche are subject to a four month and one day hold period pursuant to applicable Canadian securities laws.

Certain officers of the Company acquired a total of 630,000 FT Units in connection with the closing of the First Tranche. Accordingly, the First Tranche is a "related party transaction" under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("**MI 61- 101**"). The Company relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the First Tranche as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves the related parties, exceeded 25% of the Company's market capitalization (as determined under MI 61-101). The Company will file a material change report in respect of the First Tranche. However, it will be filed less than 21 days in advance of this closing, which is consistent with market practice and the Company deems reasonable in the circumstances given that no conditions to closing remain unsatisfied that would have required the closing to have been delayed for such period.

The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

#### **About Gold'n Futures Mineral Corp.**

Gold'n Futures Mineral Corp. (CSE: FUTR) (FSE: G6M) (OTC: GFTRF) is a Canadian based exploration company focused on advancing its Hercules gold project. The Hercules project is located 200 kilometres northeast of Thunder Bay, Ont., in the townships of Elmhirst and Rickaby, within the Thunder Bay North Mining District. The project is in the heart of the Beardmore – Geraldton gold mining camp, the 4<sup>th</sup> largest gold camp in Canada and is 40 km west of the Hardrock-Greenstone gold mine development. The property lies within an Archean greenstone belt that extends from the Longlac area in the east to Lake Nipigon in the west, a distance of about 130 kilometres and consists of 475 contiguous claim cells (10,052 ha). From the historical work completed on the property, the Company has built an extensive database including reconnaissance grab samples; channel samples; a variety of geophysical surveys; and, a drill hole database that includes historical drilling totalling in the order of 537 holes. With surface grab samples grading up to 10,374 g/t gold and channel samples up to 32.96 g/t gold across 11.6 metres, the Hercules gold zones offer top tier targets for the expansion of its historical resources.

#### **Qualified Person**

The scientific and technical content of this press release has been prepared, reviewed and approved by Mr. Walter Hanych, P. Geo., who is a Qualified Person under NI 43-101 regulations and is a director of the Company.

For more information, please visit our website at: [www.goldnfuturesmineralcorp.com](http://www.goldnfuturesmineralcorp.com)

**On behalf of the Board of Directors**  
**For further information**

Stephen Wilkinson,  
President and CEO,

**The Canadian Securities Exchange accepts no responsibility for the adequacy or accuracy of this release.**

*This news release may contain forward-looking statements based on assumptions and judgments of management regarding future events or results and includes references to closing of the First Tranche, use of proceeds and tax treatment of the FT Units. Such statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements. There is no assurance the forward looking statements will occur or occur on the terms stated above. The Company disclaims any intention or obligation to revise or update such statements, except as required by applicable securities laws.*