Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Golden Dawn Minerals Inc. dba CanXGold Mining Corp. (the "Company")
9000 Snowshoe Road
Greenwood,
BC V0H 1J0

Item 2 - Date of Material Change

September 28, 2023

Item 3 News Release

A news releases was issued and disseminated on September 28, 2023 and filed on SEDAR (www.sedar.com).

Item 4 Summary of Material Change

The Company reports that the enforcement action by its senior secured creditor, RIVI Opportunity Fund LP ("RIVI") has resulted in RIVI being granted an order by the British Columbia Supreme Court (Vancouver Registry No. VLC-S-S-232758) against the Company and its subsidiaries, including the award of a judgment in the amount of USD$4,470,913.54 as of March 31, 2023 (plus interest) and approval of the appointment of a receiver or receiver-manager of all of the Company's assets, undertakings and properties.

The Company regrets that was not successful in its efforts to achieve an agreement with RIVI on a renewed and extended forbearance agreement. Having exhausted its available resources, and pending further direction from the Company's board of directors, management has suspended business operations.

Item 5 Full Description of Material Change

See attached news release at Schedule "A"

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The following senior officer of the Company is knowledgeable about the material change and this report:

Christopher R. Anderson

Phone: 604-288-2610

Item 9 Date of Report

September 29, 2023

Schedule “A”

Senior Secured Creditor Awarded Judgment

TSX-V: CXG
FRA : 3G8C
OTC: GDMRD

VANCOUVER, Canada, September 28, 2023 – Golden Dawn Minerals Inc. (TSXV: CXG | OTC: GDMRF | FRANKFURT: 3G8B), (“Golden Dawn Minerals Inc. dba Canxgold Mining Corp.” or the “Company”) the Company reports that the enforcement action by its senior secured creditor, RIVI Opportunity Fund LP (“RIVI”) has resulted in RIVI being granted an order by the British Columbia Supreme Court (Vancouver Registry No. VLC-S-S-232758) against the Company and its subsidiaries, including the award of a judgment in the amount of USD$4,470,913.54 as of March 31, 2023 (plus interest) and approval of the appointment of a receiver or receiver-manager of all of the Company’s assets, undertakings and properties.

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GOLDEN DAWN MINERALS INC.

Per: “Anonymous Director”

For further information, please contact:
Golden Dawn Minerals Inc. - Corporate Communications: Tel: (604) 221-8936

Forward-Looking Statement Cautions: This press release contains certain "forward-looking statements" within the meaning of Canadian securities legislation, including statements regarding the creditor enforcement action by the Company’s senior secured lender RIVI Opportunity Fund LP. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are statements that are not historical facts; they are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "aims," "potential," "goal," "objective," "prospective," and similar expressions, or that events or conditions "will," "would," "may," "can," "could" or "should" occur, or are those statements, which, by their nature, refer to future events. The Company cautions that forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made, and they involve a number of risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Except to the extent required by applicable securities laws and the policies of the TSX Venture Exchange, the Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. The reader is urged to refer to the Company's reports, publicly available through the Canadian Securities

Administrators' SEDAR+ disclosure platform at www.sedarplus.ca for additional information regarding such risk factors and their potential effects.

THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER TO SELL, OR THE SOLICITATION OF AN OFFER TO BUY, NOR SHALL THERE BE ANY SALE OF SECURITIES OF THE COMPANY IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH JURISDICTION