

OTCQB Certification

I, William Schara, CEO/President of Goldrich Mining Company ("the Company"), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an "X"):
☒ Company is registered under Section 12(g) of the Exchange Act
☐ Company is relying on Exchange Act Rule 12g3-2(b)
☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
☐ Company is reporting under Section 15(d) of the Exchange Act.
☐ Company is reporting under the Alternative Reporting Company Disclosure Guidelines
☐ Company is reporting under Regulation A (Tier 2)
☐ Other (describe) _____
2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The Company Profile displayed on www.otcmarkets.com is current and complete as of February 4, 2021 and includes the total shares outstanding, authorized, and in the public float as of that date.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

Trading Symbol		<u>GRMC</u>
The data in this chart is as of:		<u>02/04/21</u>
Shares Authorized	(A)	<u>750,000,000</u>
Total Shares Outstanding	(B)	<u>167,926,376</u>
Number of Restricted Shares (SEE NOTE 1 BELOW)	(C)	<u>94,732,616</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>558,418</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>72,635,342</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> (SEE NOTE 2 BELOW)	(F)	<u>43.25%</u>
Number of Beneficial Shareholders of at least 100 shares (SEE NOTE 3 BELOW)	(G)	<u>2,593</u>

NOTE 1: Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

NOTE 2: Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "10 percent Control Person"), or any Affiliates thereof, or any Family Members of officers, directors and control persons. Family Member shall mean a Person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding, unless an exemption applies.

NOTE 3: Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders, unless an exemption applies.

5. The company is duly organized, validly existing and in good standing under the laws of Alaska in which the Company is organized or does business.

6. The following is a complete list of any law firm(s) and attorney(s) that acted as the Company's primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

1. Primary for annual report & SEC matters: Dorsey & Whitney (Jason Brenkert in Denver); 2. For arbitration matters - Guess & Rudd (Adam Harki); 3. For arbitration matters - John Lawrence Allen

7. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company. Please describe the services provided by each third party provider listed below.

Yabucoa Partners Corp., dba Street Smart, 295 Palmas Inn Way, Ste. 104 PMB 115, Humacao, PR, 00791; Owner: Gordon Holmes; Services Provided: market research and analysis services.

8. Convertible Debt

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification:

☐ Check this box if there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this time period.

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	Name of Noteholder (entities must have individual with voting / investment control disclosed). ¹	Reason for Issuance (e.g. Loan, Services, etc.)
* Multiple issues - See Sch. 2 for list	*\$3,665,263	*\$650,000	*\$1,243,342	10/31/2018	*Principal is not convertible, unpaid interest is convertible at \$0.015/share	11,265,055	Nicholas Gallagher	*Approximately \$2,300,000 for arbitration and the rest for general corporate purposes for 4 years

¹ International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially-owning 10 percent or more of the Company's outstanding shares.

Schedule 1 for Item 9 on OTCQB certification

Goldrich Mining Company

OTCQB Certification

Question 9: Officers, Directors and 5% Control Persons

(Data is as of 2/4/2021)

	Common Shares				Preferred Shares					
	Common Shares	Class of	Options	Warrants	Series D	Percent	Series E	Percent	Series F	Percent
	owned Direct and Indirect	shares owned			Preferred Stock (As converted)	of Series D owned	Preferred Stock (As converted)	of Series E owned	Preferred Stock (As converted)	of Series F owned
William Orchow - Midway, UT	2,029,928	1.21%	-	66,667	-	-	66,667	0.67%	-	-
David Atkinson / Forza - San Vendemiano, Italy	7,973,490	4.75%	-	66,667	-	-	66,667	0.67%	-	-
William Schara - Spokane, WA	3,264,470	1.94%	-	6,066,667	-	-	66,667	0.67%	-	-
Ted R. Sharp - Caldwell, ID	1,170,182	0.70%	-	1,000,000	-	-	-	-	-	-
Mike Rasmussen - Spokane, WA	625,145	0.37%	350,000	-	-	-	-	-	-	-
Steve Vincent - Hopkins, MN	1,302,029	0.78%	50,000	400,000	-	-	400,000	4.00%	-	-
Garrick Mendham - Gordon, NSW, Australia	1,165,609	0.69%	50,000	66,667	-	-	66,667	0.67%	-	-
Nicholas Gallagher / NGB Nominees - Straffan, Kildare, Ireland	22,328,638	13.30%	-	14,633,336	1,666,667	33.33%	9,333,333	93.33%	5,100,000	100.00%
Randall Johnson - Minnetonka, MN	10,281,427	6.12%	-	-	-	-	-	-	-	-
Rohit Patel - Napa, CA	330,000	0.20%	-	333,333	333,333	6.67%	-	-	-	-
John & Annette Atwood - Sewickley, PA	499,999	0.30%	-	1,000,000	1,000,000	20.00%	-	-	-	-
Bipin Patel/Gold Rich Asia - Oakland, CA	2,200,000	1.31%	-	2,000,000	2,000,000	40.00%	-	-	-	-
	50,140,918	29.86%	450,000	22,300,004	1,666,667	33.33%	10,000,001	100.00%	5,100,000	100.00%
Total Issued & Outstanding at 2/4/2021	167,926,376	100.00%			5,000,000	100.00%	10,000,000	100.00%	5,100,000	100.00%

Schedule 2 for Item 8 on OTCB certification
Goldrich Mining Company

Holder	Date Funds Rec'd by Goldrich	Amount Received (Discounted 5%)	Amount of Loan (Gross)	Total Unpaid Interest @ 1/31/21
Secured Note				
Nick Gallagher (transfer balance from unsecured note)	9/1/17	\$ 650,000	\$ 684,210.53	\$ 253,719.53
Nick Gallagher	10/3/17	100,000	105,263.16	39,033.83
Nick Gallagher	11/3/17	150,000	157,894.74	58,550.73
Nick Gallagher	12/5/17	100,000	105,263.16	39,033.83
Nick Gallagher	5/11/18	130,000	136,842.11	47,462.42
Nick Gallagher	6/6/18	150,000	157,894.74	53,357.96
Nick Gallagher	7/13/18	350,000	368,421.06	119,832.00
Nick Gallagher	8/1/18	150,000	157,894.74	50,382.92
Nick Gallagher	9/13/18	65,000	68,421.06	20,848.15
Nick Gallagher	10/5/18	150,000	157,894.74	46,921.08
Nick Gallagher	11/21/18	185,000	194,736.85	54,800.53
Nick Gallagher	12/24/18	80,000	84,210.53	22,745.52
Nick Gallagher	2/1/19	71,000	74,736.85	19,264.94
Nick Gallagher	4/23/19	10,000	10,526.32	2,414.08
Nick Gallagher	4/30/19	60,000	63,157.90	14,332.94
Nick Gallagher	5/23/19	35,000	36,842.11	8,070.60
Nick Gallagher	6/13/19	19,000	20,000.00	4,244.15
Nick Gallagher	6/21/19	11,000	11,578.95	2,425.41
Nick Gallagher	7/23/19	35,000	36,842.11	7,313.32
Nick Gallagher	8/5/19	15,000	15,789.48	3,069.38
Nick Gallagher	8/20/19	155,000	163,157.90	30,878.34
Nick Gallagher	9/5/19	35,000	36,842.11	6,783.21
Nick Gallagher	9/10/19	13,000	13,684.22	2,496.04
Nick Gallagher	9/20/19	50,000	52,631.58	9,419.84
Nick Gallagher	10/4/19	50,000	52,631.58	9,167.42
Nick Gallagher	11/14/19	50,000	52,631.58	8,446.20
Nick Gallagher	11/25/19	130,000	136,842.11	21,444.44
Nick Gallagher	12/18/19	85,000	89,473.69	13,316.37
Nick Gallagher	1/8/20	15,000	15,789.48	2,241.78
Nick Gallagher	2/3/20	50,000	52,631.58	7,021.80
Nick Gallagher	2/26/20	60,000	63,157.90	7,928.50
Nick Gallagher	4/29/20	75,000	78,947.37	8,206.74
Nick Gallagher	5/15/20	12,000	12,631.58	1,243.86
Nick Gallagher	5/21/20	25,000	26,315.79	2,537.26
Nick Gallagher	6/30/20	21,000	22,105.27	1,835.96
Nick Gallagher	7/17/20	27,000	28,421.06	2,194.99
Nick Gallagher	10/23/20	10,000	10,526.32	425.44
Nick Gallagher	12/3/20	35,000	36,842.11	875.00
Nick Gallagher	12/23/20	45,000	47,368.43	730.26
Nick Gallagher	1/14/21	23,000	24,210.53	161.40
Total Nick Gallagher		\$ 3,482,000	\$ 3,665,263	\$ 1,005,178.16