

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Viridian Metals Inc.
Suite 2000 - 1111 West Georgia Street
Vancouver, BC V6E 4G2

Item 2. Date of Material Change

Nov 6, 2024

Item 3. News Release

A news release was issued at Vancouver, B.C. on Nov 6, 2024 and disseminated.

Item 4. Summary of Material Change

The Company announced that, further to its news releases dated August 2, 2024 and October 28, 2024, it has completed its previously announced three cornered amalgamation with Viridian Metals Corp. constituting its Qualifying Transaction (as defined by Policy 2.4 of the TSX Venture Exchange).

Item 5. Full Description of Material Change

See attached news release.

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

Not applicable.

Item 7. Omitted Information

No significant facts remain confidential and no information has been omitted in this report.

Item 8. Executive Officer Knowledgeable About This Report

Name of Executive Officer: Tyrell Sutherland

Telephone Number: (613) 884-8332

Item 9. Date of Report

Nov 8, 2024

VIRIDIAN METALS INC.
ANNOUNCES CLOSING OF ITS QUALIFYING TRANSACTION

Not for distribution to U.S. news wire services or for dissemination in the United States

Vancouver, B.C., Canada – November 6, 2024. Viridian Metals Inc. (TSXV:VRDN) (the “**Company**”) formerly Coco Pool Corp. (“**Coco**”) (TSXV: CCPC.P) is pleased to announce that, further to its news releases dated August 2, 2024 and October 28, 2024, it has completed its previously announced three cornered amalgamation (the “**Transaction**”) with Viridian Metals Corp. (“**Viridian**”), constituting its Qualifying Transaction (as defined by Policy 2.4 of the TSX Venture Exchange).

The common shares of the Company are anticipated to start trading on the TSX Venture Exchange on or about November 8, 2024 under the ticker symbol “VRDN”.

Tyrell Sutherland, CEO & Director of Viridian Metals Corp. commented, “Today marks a significant milestone for Viridian Metals as we take our first steps onto the public markets through this listing on the TSX Venture Exchange. We are committed to leveraging this new chapter to accelerate our mission of making transformative critical metal discoveries, and we look forward to what the future holds for Viridian Metals. This transition provides us with a platform to accelerate growth opportunities and deliver long-term value to shareholders.”

The Transaction

Prior to the closing of the Transaction:

1. the Company: (a) changed its name from “Coco Pool Corp.” to “Viridian Metals Inc.”; and (b) consolidated its common shares on the basis of 0.46 of a post consolidated common share for every pre consolidation common share; and
2. Viridian completed a private placement (the “**Viridian Private Placement**”) of 852,000 units of Viridian (“**Viridian Units**”), at a price of \$0.35 per Viridian Unit for aggregate gross proceeds of \$298,200. Each Viridian Unit was comprised of one common share of Viridian and one half of one common share purchase warrant, with each whole warrant entitling the holder thereof to acquire one Viridian Share at a price of \$0.45 for a period of 60 months from the date of issuance.

The Company acquired all of the issued and outstanding securities of Viridian by way of a three cornered amalgamation pursuant to which 16217494 Canada Inc., a wholly owned subsidiary of the Company and Viridian amalgamated under the Canada Business Corporations Act and the resulting company, named Viridian Metals Corp. became a wholly-owned subsidiary of the Company which now holds all of the assets of Viridian.

The outstanding common shares of Viridian (including those shares issued pursuant to the Viridian Private Placement) were exchanged for an aggregate of 46,756,938 post consolidation common shares of the Company. In addition the outstanding share purchase warrants of Viridian (including those shares issued pursuant to the Viridian Private Placement) were exchanged for 9,090,938 economically equivalent share purchase warrants of the Company.

The following table sets forth the fully diluted capitalization of the Company, after giving effect to the Transaction:

	Number of Securities	Number of Underlying Common Shares	Percentage of Fully Diluted Common Shares
Common Shares	49,608,938	49,608,938	83.91%
Options to purchase Common Shares	285,196	285,196	0.46%
Warrants to purchase Common Shares	9,228,938	9,228,938	15.61%
Total		59,123,072	100%

Board of Directors and Management of the Company

Lee Bowles, Sebastien Charles, Alan Grujic and Tyrell Sutherland will comprise the board of directors of the Company.

Biographies of each of the directors and officers of the Company can be found in the Filing Statement dated October 28, 2024 (the “**Filing Statement**”) and filed in connection with the Transaction on the Company’s SEDAR+ profile at www.sedarplus.ca.

Management of the Company consists of Tyrell Sutherland (President and Chief Executive Officer) and Sabino Di Paola (Chief Financial Officer and Corporate Secretary).

Change of Auditor

In connection with the Transaction and at the request of the Company, Davidson & Company LLP (“**Davidson**”) resigned as the Company’s auditor effective November 6, 2024. The Company has appointed McGovern Hurley LLP (“**McGovern**”) to serve as auditor of the Company effective November 6, 2024 until the next annual general meeting of shareholders of the Company.

Davidson has confirmed that (a) their reports with respect to the Company’s financial statements for the two most recently completed fiscal years or any period subsequent to the most recent period for which an audit report was issued and preceding the effective date of the resignation of Davidson did not contain any reservations or modified opinions and (b) there was no “reportable event” (as such term is defined in National Instrument 51-102 – Continuous Disclosure Obligations (“NI 51-102”)) for the period covered by such financial statements.

About Viridian Metals Inc.

Viridian Metals is a pioneer and leader in generative metal exploration with a focus on environmental responsibility and ethical practices. Founded with the intention of discovering new critical metals deposits with the potential to transform the metal supply chain. We leverage innovative technologies and methods to enhance efficiency and sustainability in jurisdictions eager to be leaders in supplying the energy transition. Viridian maintains expertise in a range of critical metals with a primary focus on copper, nickel and cobalt in the near term. Our commitment to integrity and transparency fosters strong partnerships with both local and global stakeholders.

For further information, please contact:

Viridian Metals Inc.

Tyrell Sutherland

CEO

Telephone: (613) 884-8332

Email: Info@viridianmetals.com

The TSX Venture Exchange has not in any way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this news release.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities 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 may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Cautionary Statement Regarding Forward Looking Information

This news release contains statements which constitute “forward-looking information” within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of the Company with respect to future business activities and operating performance.

Often, but not always, forward-looking information can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or statements formed in the future tense or indicating that certain actions, events or results “may”, “could”, “would”, “might” or “will” (or other variations of the foregoing) be taken, occur, be achieved, or come to pass. Forward-looking information includes, but is not limited to, information regarding: (i) the business plans and expectations of the Company; and (ii) expectations for other economic, business, and/or competitive factors. Forward-looking information is based on currently available competitive, financial and economic data and operating plans, strategies or beliefs as of the date of this news release, but involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors may be based on information currently available to the Company, including information obtained from third-party industry analysts and other third-party sources, and are based on management’s current expectations or beliefs. Any and all forward-looking information contained in this news release is expressly qualified by this cautionary statement.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflect management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Forward-looking information reflects the Company's current beliefs and is based on information currently available to it and on assumptions it believes to be not unreasonable in light of all of the circumstances. In some instances, material factors or assumptions are discussed in this news release in connection with statements containing forward-looking information. Such material factors and assumptions include, but are not limited to: the ongoing conflicts in Ukraine and the Middle East and any actions taken by other countries in response thereto, such as sanctions or export controls; and anticipated and unanticipated costs and other factors referenced in the Filing Statement, including, but not limited to, those set forth in the Filing Statement under the caption "Risk Factors". Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is made as of the date of this news release and, other than as required by law, the Company disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.