

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Cross River Ventures Corp. (the “**Company**”)
Suite 1430-800 West Pender St.
Vancouver, BC V6C 2V6

Item 2 Date of Material Change

February 8, 2023

Item 3 News Release

A news release dated February 8, 2023 was disseminated via Newsfile Corp. and filed on SEDAR with the securities commissions of British Columbia, Alberta and Ontario.

Item 4 Summary of Material Change(s)

The Company announced that it closed the third and final tranche of a non-brokered private placement offering (the “**Offering**”) of common shares (each, a “**Share**”) of the Company for gross proceeds of \$399,999. In connection with closing of the third tranche of the Offering, the Company issued 13,333,333 Shares at a price of \$0.03 per Share.

No finders’ fees or commissions were payable in connection with closing of the third tranche of the Offering. All securities issued under the third tranche of the Offering are subject to a statutory hold period until June 9, 2023.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Dan Placzek, Corporate Secretary and Director
Email: dplaczek@crossriverventures.com

Item 9 Date of Report

February 8, 2023



CROSS RIVER VENTURES CORP.
Suite 1430, 800 West Pender Street
Vancouver, British Columbia
V6C 2V6

NEWS RELEASE

CROSS RIVER ANNOUNCES FINAL TRANCHE CLOSING OF PRIVATE PLACEMENT FINANCING

***NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN
THE UNITED STATES.***

Vancouver, British Columbia, Canada – February 8, 2023 – Cross River Ventures Corp. (CSE: CRVC)(FWB:C6R) (the “**Company**”) announces that it has closed the third and final tranche of a non-brokered private placement offering (the “**Offering**”) of common shares (each, a “**Share**”) of the Company for gross proceeds of \$399,999. In connection with closing of the final tranche of the Offering, the Company issued 13,333,333 Shares at a price of \$0.03 per Share.

Gross proceeds raised from all three tranches of the private placements totalled \$985,999.95.

No finders’ fees or commissions were payable in connection with closing of the third tranche of the Offering. All securities issued under the third tranche of the Offering are subject to a statutory hold period until June 9, 2023.

About Cross River Ventures Corp.

Cross River is a gold exploration company focused on the development of top tier exploration properties located in emerging Greenstone Districts of NW Ontario, Canada. The Company controls over 20,000-ha within a multiple project portfolio containing highly prospective ground in and among prolific, gold bearing greenstone belts. Cross River’s common shares trade in Canada under the symbol “CRVC” on the CSE, and in the US under the symbol “CSRVF” on the OTCQB. Please visit www.crossriverventures.com for more information.

On behalf of the Board of Directors of

CROSS RIVER VENTURES CORP.

Alex Klenman
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Cautionary Note Regarding Forward-looking Information

This news release may contain forward-looking statements. These statements are based on current expectations and assumptions that are subject to risks and uncertainties. Actual results could differ materially because of factors discussed in the management discussion and analysis section of our interim and most recent annual financial statement or other reports and filings with the Canadian Securities Exchange and applicable Canadian securities regulations. We do not assume any obligation to update any forward-looking statements, except as required by applicable laws.

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.