

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

***Item 1 Name and Address of Company***

Cross River Ventures Corp. (the “**Company**”)  
Suite 1012-1030 West Georgia St.  
Vancouver, BC V6E 2Y3

***Item 2 Date of Material Change***

October 27, 2023

***Item 3 News Release***

A news release dated October 27, 2023 was disseminated via Stockwatch 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 reached an agreement with Dryden Gold Corp. (the “**Purchaser**”) pursuant to which it will transfer ownership (the “**Transfer**”) of the Manitou Gold Project (the “**Project**”) to the Purchaser.

In consideration for the Project, the Company is entitled to receive cash payments totaling \$170,000, of which \$145,000 is payable upon closing and the balance on or before November 30, 2023, along with 400,000 common shares of the Purchaser. The Purchaser will also pay \$30,000 to EMX Royalty Corporation to satisfy the remaining payment obligation of the Company related to the Project.

***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](mailto:dplaczek@crossriverventures.com)

***Item 9 Date of Report***

October 30, 2023



**CROSS RIVER VENTURES CORP.**  
Suite 1012, 1030 West Georgia Street  
Vancouver, British Columbia  
V6E 2Y3

## **NEWS RELEASE**

### **CROSS RIVER TO SELL MANITOU PROJECT TO DRYDEN GOLD**

***Vancouver, British Columbia, Canada – October 27, 2023 – Cross River Ventures Corp.*** (CSE: CRVC)(FWB:C6R) (the “**Company**”) announces that it has reached an agreement with Dryden Gold Corp. (the “**Purchaser**”) pursuant to which it will transfer ownership (the “**Transfer**”) of the Manitou Gold Project (the “**Project**”) to the Purchaser.

In consideration for the Project, the Company is entitled to receive cash payments totaling \$170,000, of which \$145,000 is payable upon closing and the balance on or before November 30, 2023, along with 400,000 common shares of the Purchaser. The Purchaser will also pay \$30,000 to EMX Royalty Corporation to satisfy the remaining payment obligation of the Company related to the Project.

The Company is at arms-length from the Purchaser, and no finders’ fees or commissions are payable by the Company in connection with the Transfer. Following completion of the Transfer, the Purchaser will be responsible for all ongoing obligations related to maintaining the Project.

#### **About Cross River Ventures Corp.**

Cross River is a gold exploration company focused on the development of top tier exploration properties. 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](http://www.crossriverventures.com) for more information.

On behalf of the Board of Directors of

**CROSS RIVER VENTURES CORP.**

Alex Klenman  
CEO  
604-227-6610  
aklenman@crossriverventures.com

John Fraser  
President  
604-227-6610  
jfraser@crossriverventures.com

[www.crossriverventures.com](http://www.crossriverventures.com)

**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.