

**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

February 5, 2024

Item 3 News Release

A news release dated February 5, 2024 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 the appointment of Sam Wong and Alan Sye to its board of directors and executive management team. Mr. Wong will assume the role of Chief Executive Officer and Mr. Sye as Chief Financial Officer and Corporate Secretary.

Mr. Wong and Mr. Sye’s appointments coincide with Alex Klenman and John Fraser stepping down from their respective roles with the Company. Dan Placzek will remain on the board but will relinquish the title of Corporate Secretary.

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

Sam Wong, CEO and Director
Email: sam@rwg.global

Item 9 Date of Report

February 5, 2024



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

NEWS RELEASE

LEADERSHIP CHANGES AND PRIVATE PLACEMENT

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

Vancouver, British Columbia, Canada – February 5, 2024 – Cross River Ventures Corp. (the “**Company**” or “**Cross River**”) (CSE: CRVC) (FRA:C6R) is pleased to announce the appointment of Sam Wong and Alan Sye to its board of directors and executive management team. Mr. Wong will assume the role of Chief Executive Officer and Mr. Sye as Chief Financial Officer and Corporate Secretary.

Mr. Wong and Mr. Sye’s appointments coincide with Alex Klenman and John Fraser stepping down from their respective roles with the Company. Dan Placzek will remain on the board but will relinquish the title of Corporate Secretary.

The Board of Directors of the Company wishes to thank Alex Klenman and John Fraser for their services and wish them both success in their future endeavors.

Private Placement

The Company announces a non-brokered private placement (the “**Private Placement**”) of up to 55,000,000 units (the “**Units**”) at a price of \$0.005 per Unit for gross proceeds of up to \$275,000. Each Unit will be comprised of one common share (a “**Share**”) and one Share purchase warrant (a “**Warrant**”) with each Warrant entitling the holder to purchase one Share of the Company at a price of \$0.05 per Share for a period of 24 months from the date of closing of the Private Placement.

The Company intends to use the proceeds from the Private Placement for general working capital purposes.

Closing of the proposed Private Placement is anticipated to occur on or about March 1, 2024 and is subject to receipt of all necessary regulatory approvals including acceptance of the Canadian Securities Exchange. All securities issued under the Private Placement will be subject to a hold period under applicable securities laws in Canada expiring four months and one day from closing of the Private Placement.

About the Company

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.

Sam Wong

CEO

info@crossriverventures.com

www.crossriverventures.com

The Canadian Securities Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release. Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities 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.