

CROSS RIVER VENTURES CORP.

1012 – 1030 West Georgia Street
Vancouver, British Columbia, V6E 2Y3, Canada
Telephone: 604.306.8245

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Cross River Ventures Corp. (the “**Company**”) will be held at 1012 – 1030 West Georgia Street, Vancouver, British Columbia, Canada on September 18, 2024 at 11:00 a.m. Pacific Time.

The Meeting is being held for the following purposes:

1. to receive the audited financial statements of the Company for the period ended January 31, 2024 together with the auditor’s report thereon and related management’s discussion and analysis;
2. to fix the number of the directors of the Company for the ensuing year at four (4);
3. to elect the directors to serve until the next annual general meeting of the shareholders of the Company or until their successors are duly elected or appointed;
4. to consider and, if thought appropriate, to pass an ordinary resolution to appoint Saturna Group Chartered Professional Accountants LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration; and
5. to transact such other business, including amendments to the foregoing, as may properly come before the Meeting or any adjournment or adjournments thereof.

The Meeting will also consider any permitted amendment to or variation of any matter identified in this Notice, and transact such other business as may properly come before the Meeting or any adjournment thereof. An Information Circular accompanies this Notice and contains details of the matters to be considered at the Meeting.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy or voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

DATED at Vancouver, this 14th day of August 2024.

BY ORDER OF THE BOARD

“Sam Wong”

Sam Wong
Chief Executive Officer

CROSS RIVER VENTURES CORP.

1012 – 1030 West Georgia Street
Vancouver, British Columbia, V6E 2Y3, Canada
Telephone: 604.306.8245

MANAGEMENT INFORMATION CIRCULAR as at August 14, 2024 *except as otherwise indicated*

This Management Information Circular (“Circular”) is furnished in connection with the solicitation of proxies by the management of Cross River Ventures Corp. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on September 18, 2024 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Circular, references to the “Company”, “we” and “our” refer to **Cross River Ventures Corp.** “**Common Shares**” means common shares without par value in the capital of the Company. “**Beneficial Shareholders**” means shareholders who do not hold Common Shares in their own name and “**intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. “**Registered Shareholders**” means shareholders who hold Common Shares registered in their own name. “**Shareholders**” means all shareholders who hold Common Shares.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors and officers of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**” or “**form of proxy**”) are officers and directors of the Company. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by choosing one of the following methods:

- (a) By Email to proxy@odysseytrust.com; or
- (b) By mail or personal delivery to Odyssey Trust Company, Attn: Proxy Department, Suite 702, 67 Yonge St., Toronto, ON M5E 1J8; or
- (c) By internet and follow the online voting instructions given to you. To vote your proxy online please visit: <https://login.odysseytrust.com/pxlogin> and click on VOTE. You will require the CONTROL NUMBER printed with your address to the right on your proxy form. If you vote by Internet, do not mail this proxy.

In either case you must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Chair of the Meeting. **Please note that in order to vote your Common Shares in person at the Meeting, you must attend the Meeting and register with the Scrutineer before the Meeting. If you have already submitted a Proxy, but choose to change your method of voting and attend the Meeting to vote, then you should register with the Scrutineer before the Meeting and inform them that your previously submitted proxy is revoked and that you personally will vote your Common Shares at the Meeting.**

Beneficial Shareholders

The following information is of significant importance to Shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of intermediaries. In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing process and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners (“**OBOs**”) object to their name being made known to the issuers of securities which they own; and Non-Objecting Beneficial Owners (“**NOBOs**”) who do not object to the issuers of the securities they own knowing who they are.

Pursuant to National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) the Company distributes copies of the Notice of Meeting, this Circular and the Proxy (collectively, the “**Meeting materials**”) to the depository and intermediaries for onward distribution to Beneficial Shareholders. The Company does not send Meeting materials directly to Beneficial Shareholders. Intermediaries are required to forward the Meeting materials to all Beneficial Shareholders for whom they hold Common Shares unless such Beneficial Shareholders have waived the right to receive them.

These securityholder materials are being sent to both registered and non-registered (beneficial) owners of Common Shares. If you are a Beneficial Shareholder, and the Company or its agent sent these materials to you directly, your name, address and information about your holdings of securities were obtained in accordance with applicable securities regulatory requirements by the intermediary holding securities on your behalf. Management of the Company does not intend to pay for intermediaries to forward the Meeting materials to OBOs, so OBOs will not receive the Meeting materials unless their intermediary assumes the cost of delivery.

If you are a Beneficial Shareholder:

If you are a Beneficial Shareholder you should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The proxy form supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares

on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada and in the United States. Broadridge mails a Voting Instruction Form (“**VIF**”) in lieu of the proxy provided by the Company. The VIF will name the same persons as are named on the Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), who is different from any of the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, insert the name of the desired representative, which may be you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with Broadridge’s instructions. Broadridge will then tabulate the results of all instructions received and provide appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any Shareholder’s representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend the Meeting to vote your Common Shares.**

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the Registered Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare, or at the address of the registered office of the Company at Suite 1500 - 1055 West Georgia Street, Vancouver, BC V6E 4N7 at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the Registered Shareholder’s Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the “**Board**”) of the Company has fixed August 14, 2024 as the record date (the “**Record Date**”) for determination of persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is authorized to issue an unlimited number of Common Shares, which Common Shares are listed for trading on the Canadian Securities Exchange (the “**CSE**”). As of August 14, 2024, there were **144,020,201** Common Shares issued and outstanding, each carrying the right to one vote. No group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

No Principal Holders of Voting Securities

To the knowledge of the directors and executive officers of the Company, no persons or corporations beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares as at August 14, 2024.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the financial period ended January 31, 2024 with the report of the auditor thereon, and the related management's discussion and analysis will be tabled at the Meeting. These documents are also available on the Company's SEDAR website at www.sedarplus.ca. Additional information relating to these documents may be obtained by the Shareholder upon request without charge by contacting the Company's head office located at 1012 – 1030 West Georgia Street, Vancouver, British Columbia.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the ordinary resolutions described herein.

If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

Number of Directors

The directors of the Company are elected at each annual meeting and hold office until the next annual meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal.

At the Meeting, Shareholders will be asked to pass an ordinary resolution to fix the number of directors of the Company for the ensuing year at **four (4)**. The number of directors will be approved if the majority of Shares present or represented by proxy at the Meeting and entitled to vote are voted in favour of fixing the number of directors at **four (4)**.

As of the date of this information circular, the current directors of the Company are: Alan Sye, Dan Placzek, Ramon Perez and Sam Wong.

Nominees for Election

The following table sets out the names of management's four nominees for election as director, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment (for the last five years for each director nominee), the period of time during which each has been a director of the Company and the number of Common Shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, at August 14, 2024:

Name of Nominee; Current Position with the Company and Province and Country of Residence	Period as a Director of the Company	Principal Occupations in Past Five Years⁽¹⁾	Common Shares Beneficially Owned or Controlled⁽¹⁾
Sam Wong ⁽²⁾ CEO and Director British Columbia, Canada	Since February 5, 2024	Principal of Samina Capital since 2012; CEO of the Company since February 2024; CFO of G2 Energy Corp. from November 2020 to May 2023; CFO of Candelaria Mining Corp. from 2016 to February 2024; CFO of RSI International Systems Inc. from February 2019 to October 2022; CFO of Chesapeake Gold Corp. from February 2012 to May 2021; CFO of Gunpoint Exploration Ltd. from April 2014 to August 2021; CFO of Core Gold Inc. from September 2016 to May 2020.	6,200,000 Common Shares

Name of Nominee; Current Position with the Company and Province and Country of Residence	Period as a Director of the Company	Principal Occupations in Past Five Years⁽¹⁾	Common Shares Beneficially Owned or Controlled⁽¹⁾
Alan Sye CFO, Corporate Secretary and Director British Columbia, Canada	Since February 5, 2024	Partner of RW Global Consulting Corp between July 2023 to present; CFO and Corporate Secretary of the Company since February 2024; Risk and Marketing Lead of South32 Canada Inc. and South32 Marketing Pte Ltd. between July 2018 to June 2023.	Nil
Jason Tong⁽²⁾ Director British Columbia, Canada	N/A	CEO and President of Catapult Consulting Corp between February 2015 to present; CFO of Pattison GO between Feb 2019 to present; VP Finance of Fastloop between March 2021 to present. CFO of Kanto Living between May 2015 to present.	Nil
Ramon Perez⁽²⁾ Director Florida, United States	Since April 30, 2024	President of Luca Mining Corp between March 2023 to present; President of Candelaria Mining Corp between May 2015 to March 2023.	Nil

Notes:

1. The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
2. Member of Audit Committee.

None of the nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

Penalties, Sanctions, Cease Trade Orders, Bankruptcies Etc.

No proposed director is, as at the date of this Circular, or has been, within ten (10) years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company, in respect of which this Circular is being prepared) that:

- a. was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- b. was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- c. while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- d. has, within the ten (10) years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR the election of the nominees named herein as directors of the Company until the close of the next annual general meeting.

APPOINTMENT OF AUDITOR

Effective on April 22, 2024, Crowe MacKaye LLP, Chartered Professional Accountants, resigned as auditors of the Company. The Company's Board resolved to fill the vacancy by appointing Saturna Group Chartered Professional Accountants LLP as the new auditor of the Company. Copies of 1) the Notice of Change of Auditor dated April 22, 2024, 2) a letter dated April 23, 2024 from Saturna Group Chartered Professional Accountants LLP (successor auditor), and 3) a letter dated April 22, 2024 from Crowe MacKaye LLP, Chartered Professional Accountants (former auditor), were filed under the Company's SEDAR + corporate profile at www.sedarplus.ca on April 23, 2024 (collectively the "Change of Auditor Reporting Package"). The Change of Auditor Reporting Package is attached as Schedule A to this Information Circular.

Saturna Group Chartered Professional Accountants LLP will be nominated at the Meeting for appointment as auditor of the Company.

The Board recommends that you vote in favour of appointment of Saturna Group Chartered Professional Accountants LLP. Unless otherwise instructed, at the Meeting the proxyholders named in the Company's form of Proxy or Voting Instruction Form will vote FOR the appointment of Saturna Group Chartered Professional Accountants LLP.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

The provisions of National Instrument 52-110 – *Audit Committees* ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

The Audit Committee's Charter

The audit committee has a charter, a copy of which was attached as Schedule "A" to the Company's 2023 Management Information Circular and filed on www.sedarplus.ca on June 9, 2023.

Composition of the Audit Committee

Pursuant to Section 6.1.1(3) of NI 52-110, a majority of the audit committee must not be executive officers, employees or control persons of the Company.

The following directors comprise the Audit Committee:

Name	Independence	Financial Literacy⁽¹⁾
Jason Tong	Independent	Financially literate
Sam Wong	Non-Independent	Financially literate
Ramon Perez	Independent	Financially literate

Notes:

- (1) Section 1.6 of NI 52-110 provides that "[A]n individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements."

Relevant Education and Experience

Each member of the Company's audit committee has adequate education and experience relevant to their performance as an audit committee member and, in particular, the requisite education and experience that provides the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and

(c) an understanding of internal controls and procedures for financial reporting.

See further information for each audit committee member below:

Jason Tong

Mr. Jason Tong has been a Chartered Professional Accountant (CPA) since May 2009 and is a Principal of Catapult Consulting Corp., a private consulting company providing accounting and finance services since 2015. Mr. Tong has extensive public company experience having been a director and executive officer of numerous public companies in various sectors listed on the TSX Venture Exchange.

Sam Wong

Mr. Sam Wong has been a Chartered Professional Accountant (CPA) since May 2009 and is a Principal of Samina Capital Ltd., a private consulting company providing accounting and finance services since 2012. Mr. Wong has extensive public company experience having been a director and executive officer of numerous public companies in various sectors listed on the TSX Venture Exchange and the Canadian Securities Exchange.

Ramon Perez

Mr. Ramon Perez is a mining executive with over 15 years of international mining experience which includes holding executive position for mining companies that are listed on the TSX Venture Exchange. Mr. Perez also holds an MBA from the University of Miami Herbert Business School.

Audit Committee Oversight

The audit committee has not made any recommendations to the Board to nominate or compensate any auditor other than Saturna.

Reliance on Certain Exemptions

At no time has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis* Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

The Company is a “venture issuer” as defined in NI 52-110 and is relying on the exemptions in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted formal policies and procedures for the engagement of non-audit services. Subject to the requirements of the NI 52-110, the engagement of non-audit services is considered by, as applicable, the Board and the Audit Committee, on a case by case basis.

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audit services provided by the Company’s auditor, Saturna, to the Company to ensure auditor independence. Fees incurred with Saturna (Crowe MacKay LLP for year ended January 31, 2023) for audit and non-audit services for the year ended January 31, 2024 is outlined in the following table:

Nature of Services	Fees Paid to Auditor for the period ended January 31, 2024	Fees Paid to Auditor for the period ended January 31, 2023
Audit Fees ⁽¹⁾	20,169	39,500
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	3,000
All Other Fees ⁽⁴⁾	Nil	Nil
Total	20,169	42,500

Notes:

⁽¹⁾ “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices; as such practices are both in the interests of Shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the opinion of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its exercise of independent judgment in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Board requires management to provide complete and accurate information with respect to the Company’s activities and to provide relevant information concerning the mineral exploration industry in order to identify and manage risks. The Board is responsible for monitoring the Company’s senior officers, who in turn are responsible for the maintenance of internal controls and management information systems.

The independent members of the Board are Jsaon Tong and Ramon Perez. The non-independent directors are Sam Wong (Chief Executive Officer) and Alan Sye (Chief Financial Officer and Corporate Secretary).

Directorships

The current directors are directors of other reporting issuers as follows:

Name of Director	Name of Reporting Issuer	Exchange
Sam Wong	Smithe Resources Corp.	CSE

Orientation and Continuing Education

The Board does not have a formal process for the orientation of new Board members. Orientation is done on an informal basis. New Board members are provided with such information as is considered necessary to ensure that they are familiar with the Company’s business and understand the responsibilities of the Board.

The Board does not have a formal program for the continuing education of its directors. The Company expects its directors to pursue such continuing education opportunities as may be required to ensure that they maintain the skill and knowledge necessary to fulfill their duties as members of the Board. Directors can consult with the Company’s professional advisors regarding their duties and responsibilities, as well as recent developments relevant to the Company and the Board.

Ethical Business Conduct

The Board has not adopted a formal code of ethics. In the Board’s view, the fiduciary duties placed on individual directors by corporate legislation and the common law, and the restrictions placed by corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Although the Company has not adopted a formal code of ethics, the Company promotes an ethical business culture. Directors and officers of the Company are encouraged to conduct themselves and the business of the Company with the utmost honesty and integrity. Directors are also encouraged to consult with the Company’s professional advisors with respect to any issues related to ethical business conduct.

Nomination of Directors

The identification of potential candidates for nomination as directors of the Company is primarily done by the CEO, but all directors are encouraged to participate in the identification and recruitment of new directors. Potential candidates are primarily identified through referrals by business contacts.

Compensation

The compensation of directors and the CEO is determined by the Board as a whole. Such compensation is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources. See “Statement of Executive Compensation” for additional information.

Other Board Committees

The Board does not have any standing committees other than the Audit Committee.

Assessments

The Board does not have any formal process for assessing the effectiveness of the Board, its committees, or individual directors. Such assessments are done on an informal basis by the CEO and the Board as a whole.

STATEMENT OF EXECUTIVE COMPENSATION

The following information is provided as required under *Statement of Executive Compensation – Venture Issuer*, Form 51-102F6V (the “F6V”), as such form is defined in National Instrument 51-102 (“NI 51-102”) and relates to the year ended January 31, 2024.

References in the F6V to “**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, all share compensation units granted or issued by the Company for services provided or to be provided, directly or indirectly, to the Company.

All currency references in this section are expressed in Canadian dollars unless otherwise specified.

Named Executive Officer

In this section “Named Executive Officer” (“NEO”) means any individual who, during the year ended January 31, 2024:

- (a) the chief executive officer (“CEO”) (or an individual who acted in a similar capacity) of the Company;
- (b) the chief financial officer (“CFO”) (or an individual who acted in a similar capacity) of the Company;
- (c) each of the three other most highly compensated executive officers of the Company or the three most highly compensated individuals acting in a similar capacity (except those whose total salary and bonus does not exceed C\$150,000); and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer nor a director of the Company, nor acting in a similar capacity.

For the purposes of this section, the following were the NEOs of the Company during the year ended January 31, 2024: Alex Klenman (former CEO) and Alex Tong (former CFO).

During the year ended January 31, 2024, the following persons were directors of the Company who were not also NEOs: Dan Placzek, John Fraser and Kosta Tsoutsis.

Director and NEO compensation, excluding compensation securities

The following table sets forth all annual and long-term compensation for services paid to or earned by each of the NEOs and directors during the years ended January 31, 2024 and 2023.

Table of compensation excluding compensation securities							
Name and Principal Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Alex Klenman ⁽¹⁾ Former CEO and Former Director	2024	90,000	Nil	Nil	Nil	Nil	90,000
	2023	90,000	Nil	Nil	Nil	Nil	90,000
Alex Tong ⁽²⁾ Former CFO	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	81,900	Nil	Nil	Nil	Nil	81,900
Dan Placzek ⁽³⁾ Director and Former Secretary	2024	54,000	Nil	Nil	Nil	Nil	54,000
	2023	54,000	Nil	Nil	Nil	Nil	54,000
John Fraser ⁽⁴⁾ Former President and Director	2024	72,000	Nil	Nil	Nil	Nil	72,000
	2023	72,000	Nil	Nil	Nil	Nil	72,000
Kosta Tsoutsis ⁽⁵⁾ Director and Former Secretary	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Klenman was appointed to these positions on August 6, 2020, and resigned from these positions on February 5, 2024.
- (2) Mr. Tong was appointed chief financial officer on October 19, 2020 and resigned on May 31, 2023.
- (3) Mr. Placzek was appointed as a director on October 31, 2017. He acted as Corporate Secretary from May 6, 2019 to February 5, 2024.
- (4) Mr. Fraser was reappointed as a director and President on January 16, 2019 and resigned on February 5, 2024.
- (5) Mr. Tsoutsis was appointed as a director on May 6, 2019 and resigned on April 30, 2024.

Stock Options and Other Compensation Securities

Stock Option Grants

There were no Options granted to NEOs and directors of the Company during the year ended January 31, 2024.

Exercise of Compensation Securities by Directors and NEOs

No NEO or Director of the Company exercised compensation securities in the two most recently completed financial years ended January 31, 2024 and 2023.

Stock Option Plans and Other Incentive Plans

The Company has adopted a stock option plan (the “**Option Plan**”) pursuant to which the Board may grant options (the “**Options**”) to purchase Common Shares of the Company to NEOs, directors and employees of the Company or affiliated corporations and to consultants retained by the Company.

The purpose of the Option Plan is to attract, retain, and motivate NEOs, directors, employees and other service providers by providing them with the opportunity, through options, to acquire an interest in the Company and benefit from the Company's growth. Under the Option Plan, the maximum number of Common Shares reserved for issuance, including Options currently outstanding, is equal to ten (10%) percent of the Shares outstanding from time to time (the "**10% Maximum**"). The 10% Maximum is an "evergreen" provision, meaning that, following the exercise, termination, cancellation or expiration of any Options, a number of Common Shares equivalent to the number of options so exercised, terminated, cancelled or expired would automatically become reserved and available for issuance in respect of future Option grants.

The number of Common Shares which may be the subject of Options on a yearly basis to any one person cannot exceed five (5%) percent of the number of issued and outstanding Shares at the time of the grant. Options may be granted to any employee, officer, director, consultant, affiliate or subsidiary of the Company exercisable at a price which is not less than the market price of common shares of the Company on the date of the grant. The directors of the Company may, by resolution, determine the time period during which any option may be exercised (the "**Exercise Period**"), provided that the Exercise Period does not contravene any rule or regulation of such exchange on which the Common Shares may be listed. All Options will terminate on the earliest to occur of (a) the expiry of their term; (b) the date of termination of an optionee's employment, office or position as director, if terminated for just cause; (c) ninety (90) days (or such other period of time as permitted by any rule or regulation of such exchange on which the Common Shares may be listed) following the date of termination of an optionee's position as a director or NEO, if terminated for any reason other than the optionee's disability or death; (d) thirty (30) days following the date of termination of an optionee's position as a consultant engaged in investor relations activities, if terminated for any reason other than the optionee's disability, death, or just cause; and (e) the date of any sale, transfer or assignment of the Option.

Options are non-assignable and are subject to early termination in the event of the death of a participant or in the event a participant ceases to be a NEO, director, employee, consultant, affiliate, or subsidiary of the Company, as the case may be. Subject to the foregoing restrictions, and certain other restrictions set out in the Option Plan, the Board is authorized to provide for the granting of Options and the exercise and method of exercise of options granted under the Option Plan.

There are presently nil Options outstanding under the Option Plan.

Employment, Consulting and Management Agreements

Management functions of the Company are not, to any substantial degree, performed other than by directors or NEOs of the Company. As of January 31, 2024, there were no agreements or arrangements that provided for compensation to NEOs or directors of the Company, or that provided for payments to a NEO or director at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, severance, a change of control in the Company or a change in the NEO or director's responsibilities.

Oversight and Description of Director and NEO Compensation

Compensation of NEOs

Compensation of NEOs is reviewed annually and determined by the Board. The level of compensation for NEOs is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

Elements of NEO Compensation

As discussed above, the Company provides an Option Plan to motivate NEOs by providing them with the opportunity, through Options, to acquire an interest in the Company and benefit from the Company's growth. The Board does not employ a prescribed methodology when determining the grant or allocation of Options to NEOs. Other than the Option

Plan, the Company does not offer any long-term incentive plans, share compensation plans, retirement plans, pension plans, or any other such benefit programs for NEOs.

Compensation of Directors

Compensation of directors of the Company is reviewed annually by the Board. The level of compensation for directors is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

In the Board’s view, there is, and has been, no need for the Company to design or implement a formal compensation program for directors. While the Board considers Option grants to directors under the Option Plan from time to time, the Board does not employ a prescribed methodology when determining the grant or allocation of Options. Other than the Option Plan, as discussed above, the Company does not offer any long-term incentive plans, share compensation plans or any other such benefit programs for directors.

Pension Disclosure

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

See disclosure under “Stock Options and Other Compensation Securities” under “Statement of Executive Compensation” above for disclosure on the Company’s equity compensation regime.

The following table sets out equity compensation plan information as at the end of the financial year ended January 31, 2024, and the date hereof, when there were 88,620,201 Common Shares outstanding. Accordingly, there was an aggregate maximum of 8,862,020 Common Shares available for exercise of Options pursuant to the Stock Option Plan. As of the date of this Circular, no Options were outstanding, leaving 8,862,020 available for grant.

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - (Stock Option Plan)	Nil	N/A	8,862,020
Equity compensation plans not approved by securityholders -	Nil	N/A	Nil
Total January 31, 2024	Nil	N/A	8,862,020

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company or have any indebtedness that is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company during the years ended January 31, 2024 or January 31, 2023, or has any interest in any material transaction in the current year or as of the date hereof.

PARTICULARS OF MATTERS TO BE ACTED UPON

Items of Business

1. Financial Statements – see page 4 above;
2. Fixing the Number of Directors - see page 4 above;
3. Election of Directors – see pages 4 and 5 above; and
4. Appointment of Auditor – see page 5 above.

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Company for the year ended January 31, 2024 and in the related management’s discussion and analysis (together, the “**Financial Statements**”). Copies of the Financial Statements are available on www.sedarplus.ca and will be available at the Meeting.

Additional information relating to the Company is available as filed on www.sedarplus.ca and upon request from the Company’s head office located at 1012 – 1030 West Georgia Street, Vancouver, British Columbia. Copies of documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Circular.

The contents of this Circular and its distribution to Shareholders have been approved by the Board.

APPROVED by the Board at Vancouver, British Columbia, this 14th day of August 2024.

BY ORDER OF THE BOARD

“Sam Wong”

Sam Wong
Chief Executive Officer

**SCHEDULE A
CROSS RIVER VENTURES CORP.
CHANGE OF AUDITOR REPORTING PACKAGE**

NOTICE OF CHANGE OF AUDITOR

TO: British Columbia Securities Commission,
Alberta Securities Commission
Ontario Securities Commission

AND TO: Crowe MacKay LLP, Chartered Professional Accountants

AND TO: Saturna Group Chartered Professional Accountants LLP

NOTICE IS HEREBY GIVEN pursuant to Section 4.11 of National Instrument 51-102 - *Continuous Disclosure Obligations* (“NI 51-102”) that Cross River Ventures Corp. (the “**Corporation**”) has changed its auditors from Crowe MacKay LLP, Chartered Professional Accountants (the “**Former Auditor**”) to Saturna Group Chartered Professional Accountants LLP (the “**Successor Auditor**”) effective April 22, 2024.

In accordance with Section 4.11(7), the Corporation confirms that:

- (a) the Former Auditor has resigned on their initiative effective April 22, 2024;
- (b) the Corporation appointed Saturna Group Chartered Professional Accountants LLP as the successor auditor of the Corporation effective April 22, 2024;
- (c) the resignation of the Former Auditor and the appointment of the Successor Auditor as auditors of the Corporation have been considered and approved by the Audit Committee and the Board of Directors of the Corporation;
- (d) the Former Auditor’s report on any of the Corporation’s financial statements for the year ended January 31, 2023, did not contain any reservation;
- (e) there have been no “reportable events” in connection with the audits of the two most recently completed fiscal years of the Corporation, nor for the period from the most recently completed period for which the Former Auditor issued an audit report in respect of the Corporation and the date of this Notice as defined in section 4.11(1) of NI 51-102; and
- (f) the content of this Notice has been reviewed by the Audit Committee and the Board of Directors of the Corporation

DATED this 22nd day of April 2024

Cross River Ventures Corp.

“/s/Alan Sye”

Alan Sye, Chief Financial Officer

April 23, 2024

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Canadian Securities Exchange

Dear Sirs/Mesdames:

Re: Cross River Ventures Corp. (the "Company")

We have read the statements made by the Company in the Notice of Change of Auditor (the "Notice") dated April 22, 2024. We agree with the statements in the Notice with the exception of the statement of no reportable events as defined in National Instrument 51-102, for which we have no basis to agree or disagree.

Yours truly,



SATURNA GROUP CHARTERED PROFESSIONAL ACCOUNTANTS LLP



Crowe MacKay LLP

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Vancouver, BC V6E 4T5

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Fax +1 (604) 687-5805

www.crowemackay.ca

April 22, 2024

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames,

Re: Cross River Ventures Corp. – Notice of Change of Auditor

As required by National Instrument 51-102, we confirm that we have reviewed the information contained in the Notice of Change of Auditor (the "Notice") dated April 22, 2024 by Cross River Ventures Corp. and, based on our knowledge of such information at this time, we agree with the information contained in the Notice.

Yours very truly,

Crowe Mackay LLP

Crowe MacKay LLP

Chartered Professional Accountants