

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Crestview Exploration Inc.
330 5th Ave, Suite 1800
Calgary, AB T2P 0L3

Item 2 Date of Material Change

November 3, 2022

Item 3 News Release

A news release disclosing the material change was issued on December 22, 2022, through The newswire.

Item 4 Summary of Material Change

CRESTVIEW EXPLORATION ANNOUNCES CLOSING OF FIRST TRANCHE OF PRIVATE PLACEMENT
AND ISSUANCE OF SHARES IN LIEU OF DIRECTOR AND ADVISOR FEES

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news releases.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Christopher Wensley,
CEO, 1.778.887.3900 / ir@crestviewexploration.com

Item 9 Date of Report

December 22, 2022



CRESTVIEW EXPLORATION INC.

330 5th Ave, Suite 1800
Calgary, AB T2P 0L3
www.crestviewexploration.com

NR : 1-122222

CSE : CRS – FRA : CE7

CRESTVIEW EXPLORATION ANNOUNCES CLOSING OF FIRST TRANCHE OF PRIVATE PLACEMENT AND ISSUANCE OF SHARES IN LIEU OF DIRECTOR AND ADVISOR FEES

Calgary, Canada, December 22, 2022 – Crestview Exploration Inc. (CSE: CRS, Frankfurt: CE7) (“Crestview” or the “Company”) is pleased to announce that it has closed, subject to Canadian Securities Exchange approval, the first tranche of its non-brokered private placement previously announced in a press release on December 14, 2022, by issuing 700,000 units at a price of \$0.10 per unit for aggregate proceeds of \$70,000. Each unit consists of one common share of the Company and one share purchase warrant of the Company (the “Offering”). Each warrant is exercisable into one common share of the Company at a price of \$0.20 for a term of two years from the date of issuance. The Company intends to use the proceeds of this tranche for expanded geophysical surveying, claim expansion and general corporate purposes. The Company will pay \$4,200 in cash, and 42,000 broker warrants with the same warrant terms as those described above, as compensation to qualified finders as part of this Offering. The securities issued under the Offering will have a hold period expiring four months and one day from the date of issuance pursuant to applicable Canadian securities laws.

The Company is also pleased to announce that it will issue securities to certain directors and a previous board advisor of the Company in lieu of paying director and advisory fees that are owed to these individuals (“Securities for Fees”). Pursuant to the Securities for Fees transaction and subject to Canadian Securities Exchange approval, an aggregate of 165,000 units will be issued to two directors and a previous board advisor of the Company in lieu of paying cash fees that were accrued by these individuals. Each unit consists of one common share of the Company and one share purchase warrant of the Company and each warrant is exercisable into one common share of the Company at a price of \$0.20 for a term of two years from the date of issuance.

The participation by the insiders in the Securities for Fees is considered to be a "related party transaction" as defined for the purposes of Multinational Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The related party transaction is exempt from the formal valuation and minority approved requirements pursuant to sections 5.5(a) and 5.7(1)(a) of MI 61-101 respectively, as neither the fair market value of the contemplated securities being issued to directors and officers of the Company, nor the proceeds for such securities received by the Company will exceed 25% of the Company's market capitalization, as calculated in accordance with MI 61-101. The Company did not file a material change report at least 21 days prior to completion of the Offering as the details of the participation by the related party had not been determined at that time. The Offering does not result in any new insider or control person of the Company.

None of the securities offered in connection with the Offering will be registered under the United States Securities Act of 1933, as amended, or the securities laws of any state of the United States.

This news release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

On Behalf of the Board of Directors,

“Chris Wensley”, CEO

About Crestview Exploration Inc:

Crestview Exploration is an experienced exploration company focused on finding gold and silver deposits in mining friendly jurisdictions. Crestview’s Rock Creek, Divide, and Castile Mountain projects are situated in the Tuscarora Mountains of northern Elko County, Nevada. The company’s Tuscarora properties combined comprise a total of 101 unpatented lode mining claims, with 74 claims at Rock Creek, 19 claims at Divide, and 8 claims at Castile Mountain.

The Cimarron project is located in the San Antonio Mountains of Nye County, Nevada, and is comprised of 31 unpatented lode mining claims, including control of 6 historically producing claims associated with the historic San Antonio mine.

For further information please contact:

Chris Wensley, Chief Executive Officer

Tel: 1-778-887-3900

Email : Chris@crestviewexploration.com

Forward Looking Information

This news release includes certain information that may be deemed “forward-looking information” under applicable securities laws. All statements in this release, other than statements of historical facts, that may address the Offering, acquisitions of a property and/or future work thereon, mineral resource and reserve potential, exploration activities and events or developments, if applicable, that the Company expects is forward-looking information. Although the Company believes the expectations expressed in such statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the statements. There are certain factors that could cause actual results to differ materially from those in the forward-looking information. These include the results of the Company’s due diligence investigations, market prices, exploration successes, continued availability of capital financing, and general economic, market or business conditions, and those additionally described in the Company’s filings with the Canadian securities authorities.

Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking information. For more information on the Company, investors are encouraged to review the Company’s public filings at www.sedar.com. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATION SERVICES PROVIDER HAS REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE