

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Greenridge Exploration Inc. (the "**Company**")
250-997 Seymour Street
Vancouver, BC
V6B 3M1

Item 2 Date of Material Change

December 19, 2024

Item 3 News Release

The news release dated December 19, 2024, was disseminated through GlobeNewswire.

Item 4 Summary of Material Change

The Company closed its non-brokered private placement of flow-through units (each, a "**FT Unit**") for aggregate gross proceeds in this second tranche of \$4,947,433.92 (the "**Offering**"). The Company has issued 5,622,084 FT Units at a price of \$0.88 per FT Unit, with each FT Unit comprised of one (1) common share of the Company (each, a "**Common Share**") issued on a flow-through basis under the Income Tax Act (Canada) and one half of one Common Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder to purchase one Common Share of the Company at a price of \$1.15 for a period of 36 months from the date of issuance.

In connection with the closing of the Offering, an aggregate of \$167,923.03 was paid in cash and a total of 210,586 finder's warrants (the "**Finder's Warrants**") were issued as finder's fees. Each Finder's Warrant entitles the holder thereof to acquire one (1) Common Share (a "**Finder's Warrant Share**") at a price of \$1.15 per Finder's Warrant Share for a period of 36 months from the date of issuance.

The Company announced that it entered into an agreement (the "**Agreement**") with RMK Marketing Inc. ("**RMK**") on December 19, 2024, to provide marketing services for a term of six months, commencing December 23, 2024. Under the terms of the Agreement, the Company will compensate RMK \$150,000 CDN, with an option to increase the advertising budget up to \$400,000 CDN (the "**Budget**") during the Term. The Term will expire at either the end of the relevant time period or when the Budget is fully spent.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See Item 4 above and the attached news release for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

Item 7 **Omitted Information**

None.

Item 8 **Executive Officer**

Russell Starr, Chief Executive Officer and Director, (778) 897-3388

Item 9 **Date of Report**

December 30, 2024

Greenridge Exploration Closes Flow Through Private Placement Financing & Enters Into Marketing Agreement Engagement

THIS NEWS RELEASE IS NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

December 19, 2024

Vancouver, B.C. – Greenridge Exploration Inc. (“Greenridge” or the “Company”) (CSE: GXP | FRA: HW3), announces that further to its December 3, 2024 news release, the Company has closed its non-brokered private placement of flow-through units (each, a “**FT Unit**”) for aggregate gross proceeds in this second tranche of \$4,947,433.92 (the “**Offering**”). The Company has issued 5,622,084 FT Units at a price of \$0.88 per FT Unit, with each FT Unit comprised of one (1) common share of the Company (each, a “**Common Share**”) issued on a flow-through basis under the *Income Tax Act* (Canada) (each, a “**FT Share**”) and one half of one Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder to purchase one Common Share of the Company at a price of \$1.15 for a period of 36 months from the date of issuance.

The gross proceeds from the sale of the FT Shares will be used by the Company to incur eligible “Canadian exploration expenses” that will qualify as “flow-through mining expenditures” as such terms are defined in the *Income Tax Act* (Canada) (the “**Qualifying Expenditures**”) related to the Company’s projects in Canada. All Qualifying Expenditures will be renounced in favour of the subscribers of the FT Units effective December 31, 2024.

In connection with the closing of the Offering, an aggregate of \$167,923.03 was paid in cash and a total of 210,586 finder’s warrants (the “**Finder’s Warrants**”) were issued as finder’s fees. Each Finder’s Warrant entitles the holder thereof to acquire one (1) Common Share (a “**Finder’s Warrant Share**”) at a price of \$1.15 per Finder’s Warrant Share for a period of 36 months from the date of issuance.

The securities issued pursuant to the Offering have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

Marketing Agreement

The Company also announces that it entered into an agreement (the “**Agreement**”) with RMK Marketing Inc. (“**RMK**”) on December 19, 2024, (address: 41 Lana Terrace, Mississauga, Ont., Canada, L5A 3B2; e-mail: Roberto@rmkmarketing.ca) to provide marketing services for a term of six months, commencing December 23, 2024 (the “**Term**”).

RMK is an independent company which will, as appropriate, co-ordinate marketing actions, maintain and optimize AdWords campaigns, adapt AdWords bidding strategies, optimize AdWords ads, provide project management and consulting for an online marketing campaign

and create and optimize landing pages (the “Services”). The promotional activity will occur by Google.

Under the terms of the Agreement, the Company will compensate RMK \$150,000 CDN, with an option to increase the advertising budget up to \$400,000 CDN (the “Budget”) during the Term. The Term will expire at either the end of the relevant time period or when the Budget is fully spent. The Company will not issue any securities to RMK as compensation for the Services. As of the date hereof, to the Company's knowledge, RMK (including its directors and officers) does not own any securities of the Company and has an arm's-length relationship with the Company.

References

¹Source: 1978 Assessment Report (number 81075) by Pan Ocean Oil Ltd.

About Greenridge Exploration Inc.

Greenridge Exploration Inc. (CSE: GXP | FRA: HW3) is a mineral exploration company dedicated to creating shareholder value through the acquisition, exploration, and development of critical mineral projects in North America. The Carpenter Lake Uranium Project is located in the Athabasca Basin consisting of 7 mineral claims covering 13,387 hectares across the Cable Bay Shear Zone and the Company is advancing the Project to test multiple high priority targets. The Company's Nut Lake Uranium Project located in the Thelon Basin includes historical drilling which intersected up to 9ft of 0.69% U₃O₈ including 4.90% U₃O₈ over 1ft from 8ft depth¹.

The Company's Weyman Copper Project in southeast British Columbia sits on the south portion of the famous Quesnel Terrance. The Company is led by an experienced management team and board of directors with significant expertise in capital raising and advancing mining projects. The Snook and Ranger Lake uranium projects, 4,899 hectares and 20,782 hectares respectively are located in western Ontario, with multiple previous uranium occurrences across both projects.

On Behalf of the Board of Directors

Russell Starr
Chief Executive Officer, Director
Telephone: +1 (778) 897-3388
Email: info@greenridge-exploration.com

Disclaimer for Forward-Looking Information

This news release contains certain forward-looking statements within the meaning of applicable securities laws. All statements that are not historical facts, including without limitation, statements regarding future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations or beliefs of future performance, including statements regarding the project acquisition bringing a low-risk opportunity, the Company, building a strong battery metals portfolio with low-risk opportunities that positively impact the Company and its shareholders and the Company providing an initial work plan are "forward-looking statements". Forward-looking statements in this news release include, but are not limited to, statements with respect to the Offering and the intended use of proceeds therefrom; the Company's objectives, goals, or future plans with respect to their projects; further exploration work on the Company's projects in the future; and the provision of the Services by RMK under the Agreement. These forward-looking statements reflect the expectations or beliefs of management of the Company based on information currently available to it. Forward-looking statements are subject to a number of risks and uncertainties, including those detailed from time to time in filings made by the Company with securities regulatory authorities, which may cause actual outcomes to differ materially from those discussed in the forward-looking statements. These factors should be considered carefully, and readers are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether because of new information, future events or otherwise, unless so required by applicable securities laws.

The Canadian Securities Exchange (CSE) does not accept responsibility for the adequacy or accuracy of this release.