

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Goodbridge Capital Corp. (the “**Company**”)
1500 – 1055 West Georgia Street
Vancouver, BC
V6E 4N7

Item 2. Date of Material Change

February 22, 2023

Item 3. News Release

A news release dated February 22, 2023 was disseminated and filed on SEDAR.

Item 4. Summary of Material Change

Goodbridge Capital Corp. announced the completion of its initial public offering of 2,082,000 common shares in the capital of the Company at a price of \$0.10 per common share for gross proceeds of \$208,200 pursuant to an amended and restated final prospectus dated November 23, 2022 filed with the British Columbia, Alberta and Ontario Securities Commissions. The Company’s common shares have commenced trading as a capital pool company on Tier 2 of the TSX Venture Exchange on February 24, 2023 under the symbol GODB.P.

Item 5.1 Full Description of Material Change

The Company announced that it has completed its initial public offering (the “**Offering**”) of 2,082,000 common shares in the capital of the Company (the “**Shares**”) at a price of \$0.10 per Share for gross proceeds of \$208,200 pursuant to an amended and restated final prospectus dated November 23, 2022 (the “**Prospectus**”) filed with the British Columbia, Alberta and Ontario Securities Commissions. The Company’s Shares have commenced trading as a Capital Pool Company on Tier 2 of the TSX Venture Exchange (the “**TSXV**”) on February 24, 2023 under the symbol GODB.P.

Research Capital Corporation (the “**Agent**”) acted as agent for the Offering, pursuant to an agency agreement (the “**Agency Agreement**”) between the Company and the Agent, dated August 25, 2022. Pursuant to the Agency Agreement, the Company compensated the Agent as follows: (1) a cash commission of \$20,820, (2) a work fee of \$16,000 plus GST, and (3) options to purchase up to 208,200 Shares of the Company (the “**Agent’s Options**”) at a price of \$0.10 per Share exercisable for a period of 60 months from the date the Shares are listed on the TSXV (the “**Listing Date**”).

As of the date hereof, the Company has 4,082,000 Shares issued and outstanding (2,000,000 of which are subject to escrow restrictions). In addition, an aggregate of 208,200 Shares are reserved for issuance upon the exercise of the Agent's Options and an aggregate of 408,200 Shares are reserved for issuance upon the exercise of options granted to the directors and officers of the Company.

The net proceeds of the Offering, together with the proceeds from prior sales of Shares, will be used by the Company to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction (as defined in the Prospectus) under the TSXV's Capital Pool Company program.

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

No information was omitted.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Magaly Bianchini
Chief Financial Officer
Telephone: (416) 822-8525

Item 9. Date of Report

February 24, 2023.