

**Form 51-102F3  
Material Change Report**

**Item 1. Name and Address of Company**

Cranstown Capital Corp. (the “Company”)  
Suite 2700  
1133 Melville Street  
Vancouver, BC V6E 4E5

**Item 2. Date of Material Change**

December 23, 2024

**Item 3. News Release**

A news release with respect to the material change referred to in this report was disseminated on December 23, 2024 through Stockwatch and filed on SEDAR+.

**Item 4. Summary of Material Change**

The Company entered into a definitive amalgamation agreement dated December 23, 2024 (“**Definitive Agreement**”) with J2 Metals Inc. (“**J2**”) pursuant to which a wholly-owned subsidiary of the Company will amalgamate with J2 under the *Business Corporations Act* (British Columbia) (the “**Amalgamation**”). The Amalgamation will result in a reverse-takeover of the Company and is intended to constitute the Company’s Qualifying Transaction (as such term is defined by the TSX Venture Exchange), subject to several conditions, including TSX Venture Exchange approval. Following the completion of the Amalgamation, the Company, as the issuer resulting therefrom, is expected to carry on the current business of J2.

**Item 5. Full Description of Material Change**

*5.1 Full Description of Material Change*

The material change is fully described in the news release attached hereto.

*5.2 Disclosure for Restructuring Transactions*

Not applicable.

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

Not applicable.

**Item 7. Omitted Information**

Not applicable.

**Item 8. Executive Officer**

The executive officer who can answer questions regarding this report is Toby Pierce, Chief Executive Officer. Mr. Pierce can be reached at 604-653-9718.

**Item 9.      Date of Report**

December 24, 2024

**Schedule A**

**News Release Dated December 23, 2024**

**(attached)**