

51-102F3 MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Pacific Ridge Exploration Ltd. (the “Company”)
Suite 3123-595 Burrard Street
Vancouver, BC V7X 1J1

Item 2 Date of Material Change

September 5, 2025

Item 3 News Release

A news release was issued in Vancouver, British Columbia on September 5, 2025, via Newsfile and subsequently filed on SEDAR+.

Item 4 Summary of Material Change

The Company announced that it had closed the first tranche (the “**First Tranche**”) of its previously announced “best-efforts” private placement (the “**Offering**”) for gross proceeds of C\$2,692,920 from the sale of (i) 11,390,000 units of the Company (the “**Units**”) at a price of C\$0.20 per Unit and (ii) 1,804,000 flow-through units of the Company (the “**FT Units**”) at a price of C\$0.23 per FT Unit. Red Cloud Securities Inc. (“**Red Cloud**”) is acting as sole agent and bookrunner in connection with the Offering.

Each Unit consists of one common share of the Company and one common share purchase warrant (each, a “**Warrant**”). Each FT Unit consists of one common share of the Company issued as a “flow-through share” (each, a “**FT Share**”) within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the “**Income Tax Act**”) and one Warrant. Each Warrant entitles the holder thereof to purchase one common share of the Company at a price of C\$0.28 at any time from November 5, 2025 to September 5, 2028.

Blaine Monaghan, the President, CEO and a Director of the Company, and Gerald Carlson, the Chairman and a Director of the Company (collectively, the “**Interested Parties**”), acquired 100,000 FT Units and 100,000 Units, respectively, under the Offering.

Prior to the completion of the Offering, Mr. Monaghan held 334,371 Common Shares representing 0.87% of the Company’s then issued and outstanding Common Shares and Mr. Carlson held or controlled 662,380 Common Shares representing 1.73% of the Company’s then issued and outstanding Common Shares.

On completion of the Offering, Mr. Monaghan held 434,371 Common Shares, representing 0.4% of the Company’s issued and outstanding Common Shares on an undiluted basis (1.03% on a partially-diluted basis assuming exercise of his 100,000 Warrants) and Mr. Carlson held or controlled 762,380 Common Shares, representing 1.48% of the Company’s issued and outstanding Common Shares on an undiluted basis (1.67% on a partially-diluted basis assuming exercise of his 100,000 Warrants).

Participation by the Interested Parties in the Offering constitutes a “related party transaction” as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The board of directors of the Company determined that the Offering is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the securities issued to, or the consideration paid by, the Interested Parties exceeds 25% of the Company’s market capitalization.

In connection with the Offering, each of the Interested Parties entered into subscription agreements with the Company containing customary provisions and on the same terms as the arm’s length subscribers under the Offering.

The Company did not file a material change report more than 21 days before the expected closing of the Offering as the details of the Offering and the participation therein by related parties of the Company were not settled until shortly prior to the closing of the Offering and the Company wished to complete the Offering on an expedited basis for sound business reasons.

As consideration for their services in the First Tranche, Red Cloud received aggregate cash fees of C\$132,596.40 and 651,480 non-transferable common share purchase warrants (the “**Broker Warrants**”). Each Broker Warrant is exercisable into one common share of the Company (each, a “**Broker Warrant Share**”) at a price of C\$0.20 per Broker Warrant Share at any time on or before September 5, 2028.

The securities of the Company issued and issuable from the sale of such FT Units and the issuance of the Broker Warrants are subject to a statutory hold period and may not be traded until January 6, 2026, except as permitted by applicable securities legislation and the policies of the TSX Venture Exchange.

Item 5 Full Description of Material Change

See the Company’s news release dated September 5, 2025, a copy of which is attached hereto as Schedule “A”.

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

This report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

The following officer of the Company is knowledgeable about the material change disclosed in this report: Blaine Monaghan, President & CEO, Tel: (604) 687-4951

Item 9 Date of Report

September 9, 2025

SCHEDULE "A"

See attached.

Pacific Ridge Closes First Tranche of Brokered Private Placement for Gross Proceeds of C\$2.7 Million

Vancouver, British Columbia--(Newsfile Corp. - September 5, 2025) - Pacific Ridge Exploration Ltd. (TSXV: PEX) (OTCQB: PEXZF) (FSE: PQW) ("**Pacific Ridge**" or the "**Company**") is pleased to announce that it has closed the first tranche (the "**First Tranche**") of its previously announced "best efforts" private placement (the "**Offering**") for gross proceeds of C\$2,692,920 from the sale of (i) 11,390,000 units of the Company (the "**Units**") at a price of C\$0.20 per Unit and (ii) 1,804,000 flow-through units of the Company (the "**FT Units**", and together with the Units, the "**Offered Units**") at a price of C\$0.23 per FT Unit. Red Cloud Securities Inc. ("**Red Cloud**") is acting as sole agent and bookrunner in connection with the Offering.

Each Unit consists of one common share of the Company and one common share purchase warrant (each, a "**Warrant**"). Each FT Unit consists of one common share of the Company issued as a "flow-through share" (each, a "**FT Share**") within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "**Income Tax Act**") and one Warrant. Each Warrant entitles the holder thereof to purchase one common share of the Company at a price of C\$0.28 at any time from November 5, 2025 to September 5, 2028.

The Company intends to use the net proceeds of the Offering for the exploration of the Company's Kliyul and RDP copper-gold projects in British Columbia as well as for general working capital and corporate purposes, as is more fully described in the Offering Document (as defined herein).

Gross proceeds from the sale of FT Shares will be used to incur "Canadian exploration expenses" as defined in subsection 66.1(6) of the Income Tax Act and, provided the Tax Act is amended as proposed by the Department of Finance press release on March 3, 2025, "flow-through mining expenditures" as defined in subsection 127(9) of the Income Tax Act. Such gross proceeds will be renounced to the purchasers of the FT Units with an effective date not later than December 31, 2025, in the aggregate amount of not less than the total amount of gross proceeds raised from the issue of the FT Shares.

In accordance with National Instrument 45-106 - *Prospectus Exemptions* ("**NI 45-106**"), the Units were issued to Canadian purchasers pursuant to the listed issuer financing exemption under Part 5A of NI 45-106, as amended by Coordinated Blanket Order 45-935 - *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "**Listed Issuer Financing Exemption**"). The securities of the Company issuable from the sale of such Units are freely tradeable in accordance with applicable Canadian securities legislation.

The FT Units were issued to Canadian purchasers by way of the "accredited investor" and "minimum amount investment" exemptions under NI 45-106.

As consideration for their services in the First Tranche, Red Cloud received aggregate cash fees of C\$132,596.40 and 651,480 non-transferable common share purchase warrants (the "**Broker Warrants**"). Each Broker Warrant is exercisable into one common share of the Company (each, a "**Broker Warrant Share**") at a price of C\$0.20 per Broker Warrant Share at any time on or before September 5, 2028.

The securities of the Company issued and issuable from the sale of such FT Units and the issuance of the Broker Warrants are subject to a statutory hold period and may not be traded until January 6, 2026, except as permitted by applicable securities legislation and the policies of the TSX Venture Exchange (the "**TSXV**").

Two directors (one of whom is also an officer) of the Company participated in the Offering, acquiring an aggregate of 100,000 FT Units and 100,000 Units. Participation by such insiders constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the securities issued to, or the consideration paid by, such insiders exceeded 25% of the Company's market capitalization.

There is an offering document (the "**Offering Document**") related to the Offering that can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at: www.pacificridgeexploration.com. Prospective investors should read this Offering Document before making an investment decision.

The closing of the First Tranche remains subject to the final approval of the TSXV.

The securities referred to in this news release have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent registration under the U.S. Securities Act and applicable state securities laws, unless an exemption from such registration is available. This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the Company and management, as well as financial statements. "United States" and "U.S. person" have the respective meanings assigned in Regulation S under the U.S Securities Act.

About Pacific Ridge

A Fiore Group company, Pacific Ridge's goal is to become British Columbia's leading copper exploration company. The Kliyul copper-gold project, located in the prolific Quesnel terrane close to existing infrastructure, is the Company's flagship project. In addition to Kliyul, Pacific Ridge's project portfolio includes the RDP copper-gold project, the Chuchi copper-gold project, the Onjo copper-gold project, and the Redton copper-gold project, all located in B.C. The Company would like to acknowledge that its B.C. projects are in the traditional, ancestral and unceded territories of the Gitxsan Nation, McLeod Lake Indian Band, Nak'azdli Whut'en, Takla Nation, and Tsay Keh Dene Nation.

On behalf of the Board of Directors,

"Blaine Monaghan"

Blaine Monaghan
President & CEO
Pacific Ridge Exploration Ltd.

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Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Information: This release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, are

forward-looking statements. In particular, this press release contains forward-looking information relating to, among other things, the intended use of proceeds of the Offering and the final approval of the First Tranche by the TSXV. Although Pacific Ridge believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploration successes, and continued availability of capital and financing and general economic, market or business conditions. These statements are based on a number of assumptions including, among other things, assumptions regarding general business and economic conditions; that Pacific Ridge and other parties will be able to satisfy stock exchange and other regulatory requirements in a timely manner; that final TSXV approval will be granted in a timely manner subject only to standard conditions (if any); the availability of financing for Pacific Ridge's proposed programs on reasonable terms, and the ability of third party service providers to deliver services in a timely manner. 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 statements. Pacific Ridge does not assume any obligation to update or revise its forward-looking statements, whether because of new information, future events or otherwise, except as required by applicable law.

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