NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102
Continuous Disclosure Obligations

Item 1 Name of Parties to the Transaction

Dryden Gold Corp (the "**Company**"), being the continuing entity following the amalgamation of Dryden Gold Corp. ("**Dryden**") and 1317223 B.C. Ltd. ("**223**")

Item 2 Description of the Transaction

Effective December 28, 2023, the Company closed its previously announced amalgamation with 223 pursuant to which the Company and 223 amalgamated and continued as one corporation ("**Amalco**"), that will carry on the business of Dryden Gold Corp. (the "**Amalgamation**"). Pursuant to the Amalgamation the Company issued an aggregate of 7,135,213 common shares and 6,666,660 share purchase warrants (a "**Warrant**") to the former holders of the common shares of 223. Each Warrant is exercisable to acquire one common share for 24 months at a price of $0.30 per share.

In connection with the Amalgamation, on December 18, 2023, Dryden announced the closing of a financing consisting of an aggregate of 24,524,665 hard dollar subscription receipts at a price if $0.15 per subscription receipt for gross proceeds of $3,678,699.75 and an additional offering of an aggregate of 6,682,270 charitable flow-through units at a price of $0.205 per unit for gross proceeds of $1,400,000.35 (collectively the "**Financing**"). With the closing of the Amalgamation on December 28, 2023 and the Listing, the escrow requirements for the for the subscription receipts were fulfilled and the subscription receipts automatically converted into the underlying common shares and warrants of the Company and the subscription proceeds were released to the Company.

In connection with the Financing, Company paid certain arm's length eligible finders aggregate cash finders fees of $79,320 and issued an aggregate of 528,800 finder's warrants, with each warrant exercisable to acquire exercisable to acquire one Dryden common share at a price of $0.30 for a period of two years.

In connection with the Amalgamation, on January 27, 2023, the common shares of 223 were listed on Tier 2 of the TSX Venture Exchange (the "**Exchange**") and immediately haled pending completion of the Amalgamation and satisfaction of Exchange filing requirements. Effective at the market open on January 10, 2024, the common shares of the Company resumed trading on Tier 2 of the Exchange under the symbol "DRY".

Item 3 Effective Date of the Transaction

December 28, 2023.

Item 4 Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

Not Applicable

Item 5 Date of the Reporting Issuer's first financial year-end after the Transaction if applicable

December 31, 2024 (no change).

Item 6 The Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year after the Transaction, if applicable

The Company will be required to file interim financial reports for the periods ending March 31, 2024, June 30, 2024, September 30, 2024 and audited annual financial statements for the financial year ending December 31, 2024.

Item 7 Documents filed under NI 51-102 that describe the Transaction

On October 31, 2023, Dryden filed on www.sedarplus.ca ("**SEDAR+**") a news release announcing that it has signed a definitive amalgamation agreement with 223, and described the proposed transaction and concurrent financings (the "**Transaction**"). On November 30, 2023, Dryden filed a news release on SEDAR+ announcing amended terms of the proposed Transaction. On December 18, 2023, Dryden filed a News Release on SEDAR+ announcing the completion of the Financing On January 2, 2024, the Company filed a news release on SEDAR+ announcing the completion of the Amalgamation and the listing of the Dryden's common shares on the TSXV. On January 9, 2024, the Company filed a news release on SEDAR+ announcing the resumption of trading in the Company's common shares on Tier 2 of the Exchange effective January 10, 2024.

On January 10, 2024 Dryden filed on SEDAR+ a material change report in respect of the completion of the Transaction.