

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1. Name and Address

King Global Ventures Inc. (the “**Company**”)
20th Floor, 250 Howe Street
Vancouver, BC
V6C 3R8

Item 2. Date of Material Change

March 31, 2025 and April 14, 2025

Item 3. News Release

The news releases describing the material change were disseminated on March 31, 2025 and April 14, 2025 through GlobeNewswire and filed on SEDAR+.

Item 4. Summary of Material Change

The Company announced that it has agreed to a short term convertible loan of \$1,000,000 from Ben Hudy, Director and Chairman of the Board, and a \$715,000 convertible loan from Jason Campbell, a Director of the Company. The loans will provide working capital to the Company as it completes its maiden drill program at the Howard Copper Mine.

The loans are due December 31, 2025, bear interest at the rate of 6% per annum and are convertible into units at \$0.40, each unit consisting of one share and one 2 year warrant exercisable at \$0.60.

This transaction falls in the related party transaction category, as the lenders are both directors of the Company. The Company has relied on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(a) of MI 61-101 in respect to such insider participation. In addition, the related party director has recused himself from all board discussions and decisions related to this transaction.

Item 5. Full Description of Material Change

5.1 *Full Description of Material Change*

The Company announced that it has agreed to a short term convertible loan of \$1,000,000 from Ben Hudy, Director, and Chairman of the Board, and a \$715,000 loan from Jason Campbell, a Director of the Company. The loans will provide working capital to the Company as it completes its maiden drill program at the Howard Copper Mine.

The loans are due December 31, 2025, bear interest at the rate of 6% per annum and are convertible into units at \$0.40, each unit consisting of one share and one 2 year warrant exercisable at \$0.60. The shares and warrants comprising the units will be subject to a four-month and one day hold period in accordance with the policies of the Canadian Securities Exchange and applicable securities legislation. The loans are subject to approval from the Canadian Securities Exchange.

This transaction falls in the related party transaction category, as the lenders are directors of the Company. The Company has relied on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(a) of MI 61-101 in respect to such insider

participation. In addition, the related party directors have excused themselves from all board discussions and decisions related to this transaction

Pursuant to MI 61-101, the Company is required to include the following in this Material Change Report:

(a) A description of the transaction and its material terms

Pursuant to the transaction, Ben Hudye, Director and Chairman of the Board of the Company, has agreed to provide a short term convertible loan of \$1,000,000 to the Company, and Jason Campbell has agreed to provide a short term convertible loan of \$715,000 to the Company. The loans are due December 31, 2025, bear interest at the rate of 6% per annum and are convertible into units at \$0.40, each unit consisting of one share and one 2 year warrant exercisable at \$0.60.

(b) The purpose and business reasons for the transaction

The loans will provide working capital to the Company as it completes its maiden drill program at the Howard Copper Mine.

(c) The anticipated effect of the transaction on the Company's business and affairs

The loans will provide the Company with necessary funding and working capital.

(d) A description of (i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties, and (ii) the anticipated effect of the transaction on the percentage of securities of the Company, or of an affiliated entity of the Company, beneficially owned or controlled by each person referred to in subparagraph (i) for which there would be a material change in that percentage

Mr. Hudye had control or direction over 1,400,000 shares and 1,800,000 convertible securities prior to this transaction and if the \$1,000,000 loan is converted in full, will acquire 2,500,000 units. This would result in Mr. Hudye having control or direction over 3,900,000 common shares, being 11.79% of the issued capital of 33,084,384 on a non-diluted basis. Further, the transaction will provide him with 2,500,000 warrants, increasing the convertible securities for which he has control or direction over to 4,300,000, being 12.99% of the 33,084,384 issued capital on a non-diluted basis.

Mr. Campbell had control or direction over 675,000 shares and 675,000 convertible securities prior to this transaction and if the \$715,000 loan is converted in full, will acquire 1,787,500 units. This would result in Mr. Campbell having control or direction over 2,462,500 common shares, being 7.44% of the issued capital of 33,084,384 on a non-diluted basis. Further, the transaction will provide him with 1,787,500 warrants, increasing the convertible securities for which he has control or direction over to 2,462,500, being 7.44% of the 33,084,384 issued capital on a non-diluted basis.

(e) A discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the Company for the transaction, including a discussion of any materially contrary views or abstention by a director and any material disagreement between the board and the special committee

The transaction was approved by the board of directors of the Company and was approved without the establishment of a special committee. No materially contrary views were expressed. Both parties declared their interest and refrained from voting on the matter.

(f) A summary, in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction

Not applicable.

(g) Disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the Company that relates to the subject matter of or is otherwise relevant to the transaction (i) that has been made in the 24 months before the date of this Material Change Report, and (ii) the existence of which is known, after reasonable inquiry, to the Company or to any director or senior officer of the Company

Not applicable.

(h) The general nature and material terms of any agreement entered into by the Company, or a related party of the Company, with an interested party or a joint actor with an interested party, in connection with the transaction

Not applicable

(i) Disclosure of the formal valuation and minority approval exemptions, if any, on which the Company is relying under sections 5.5 and 5.7 of MI 61-101, respectively, and the facts supporting reliance on the exemptions

In completing the transaction, the Company has relied on exemptions from the formal valuation and minority shareholder approval requirements enumerated in sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as neither the fair market value of the Common Share Units purchased, nor the consideration paid by the Insiders exceeds 25% of the Company's market capitalization. Further, to the knowledge of the Company, directors and senior officers of the Company, after making reasonable inquiries, no prior valuations were conducted within 24 months preceding the date of this material change report. This material change report is not being filed more than 21 days prior to closing the transaction as the details of the participation of the Insiders had not been confirmed at that time.

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 has been omitted in respect of this material change.

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Robert Dzisiak, Chief Executive Officer
Telephone: (204) 955-4803

Item 9.

Date of Report

April 14, 2025.