

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

Item 1. Name and Address

King Global Ventures Inc. (the “**Company**”)
82 Richmond St East, Suite 200
Toronto, Ontario
M5C 1P1

Item 2. Date of Material Change

July 28, 2023

Item 3. News Release

The news release describing the material change was disseminated on July 24, 2023 through Stockwatch and filed on SEDAR.

Item 4. Summary of Material Change

The Company announced that management of the Corporation has decided to implement the consolidation of the fully paid and issued common shares of the Company on the basis of one (1) post-consolidation common share for each five (5) pre-consolidation common shares (the “Consolidation Ratio”) issued and outstanding (the “Consolidation”) as approved by the shareholders of the Corporation on March 24, 2023.

Subject to the final approval of the TSX Venture Exchange, the Consolidation is scheduled to be effective at opening of the TSXV on Friday, July 28, 2023, from which date the existing issued share capital will be cancelled and replaced by the new consolidated common shares. The shares will commence trading on a post-consolidated basis on Friday, July 28, 2023.

The Consolidation is being implemented in order to provide the Company with increased flexibility to seek additional financing opportunities and is subject to the approval of the TSX Venture Exchange. The Company will not change its name as part of the Consolidation.

Item 5. Full Description of Material Change

5.1 *Full Description of Material Change*

The Company announced that management of the Corporation has decided to implement the consolidation of the fully paid and issued common shares of the Company on the basis of one (1) post-consolidation common share for each five (5) pre-consolidation common shares (the “Consolidation Ratio”) issued and outstanding (the “Consolidation”) as approved by the shareholders of the Corporation on March 24, 2023.

As at July 24, 2023, there were a total of 15,575,702 common shares issued and outstanding. The exact number of post-Consolidation common shares to be issued will depend on the number of fractional shares that will result from the Consolidation, as no fractional post-Consolidation common shares will be issued. All fractional common shares resulting from the Consolidation will be rounded down to the nearest whole number and no cash will be paid in lieu of fractional post-Consolidation common shares. Accordingly, the total number of common shares issued and outstanding after the Consolidation is expected to be 3,115,140 (subject to fractional rounding).

Additionally, the number of common shares issuable pursuant to the Corporation's stock option plan, warrants and convertible securities will be adjusted, such that the number of consolidated common shares issuable and the exercise price of the outstanding options, warrants or convertible securities will be adjusted by the Consolidation Ratio.

Subject to the final approval of the TSX Venture Exchange, the Consolidation is scheduled to be effective at opening of the TSXV on Friday, July 28, 2023, from which date the existing issued share capital will be cancelled and replaced by the new consolidated common shares. The shares will commence trading on a post-consolidated basis on Friday, July 28, 2023.

Letters of transmittal with respect to the Consolidation will be mailed to all registered Shareholders of record on July 26, 2023. Registered Shareholders will be required to send their respective certificates representing pre-Consolidation common shares along with a properly executed letter of transmittal to the Corporation's transfer agent, Endeavor Trust Corporation ("Endeavor"), all in accordance with the instruction provided in the letter of transmittal. All Shareholders who submit a duly completed letter of transmittal, along with their respective pre-Consolidation common share certificate(s) or DRS Advice to the Depositary – Endeavor Trust Corporation., will receive a post-Consolidation DRS Advice representing their new post-Consolidation common shares. Additional copies of the letter of transmittal may be obtained by contacting Endeavor at (604) 559-8880 or by email at admin@endeavortrust.com. Non-registered Shareholders should follow the instructions of their broker or other intermediary.

The Consolidation is being implemented in order to provide the Company with increased flexibility to seek additional financing opportunities and is subject to the approval of the TSX Venture Exchange. The Company will not change its name as part of the Consolidation.

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

July 28, 2023.