
MATERIAL CHANGE REPORT

1. Name and Address of Company

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

2. Date of Material Change

August 21, 2024.

3. News Release

The news release reporting the material change was disseminated on August 21, 2024, through the facilities of GlobeNewswire and filed on the Company’s SEDAR+ profile at www.sedarplus.ca.

4. Summary of Material Change

On August 21, 2024, the Company announced that it had entered into a definitive agreement (the “**Agreement**”) with Silver Cord LLC, an Arizona limited liability company (“**Silver Cord**”) to acquire an additional 1,317 acres (533 hectares) of land surrounding its Silver Cord Project in Yavapai County, Arizona (the “**SC Project**”).

5.1 Full Description of Material Change

The Agreement

On August 21, 2024, the Company entered into the Agreement with Silver Cord, whereby it will acquire an additional 1,317 acres (533 hectares) of land surrounding the SC Project, subject to approval by the Canadian Securities Exchange. Pursuant to the Agreement, the Company will pay US\$394,855.60 in aggregate cash consideration.

Under the terms of the Agreement, Silver Cord will have the right to appoint three (3) candidates to the Company’s board of directors (the “**Board**”) on closing.

Related Party Participation

Silver Cord is a company controlled by one of King’s directors, Ben Hudye, and entering into the Agreement and matters relating thereto (the “**Transactions**”) are considered to be “related party transactions” within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) requiring the Company, in the absence of exemptions, to obtain a formal valuation and minority shareholder approval, of the related party transactions.

Pursuant to Sections 5.5(b) and 5.7(1)(a) of MI 61-101, the Company relied on exemptions from the formal valuation and minority shareholder requirements, respectively, as neither the fair market

value of the assets nor the consideration paid by exceeds 25% of the Company's market capitalization.

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

On August 21, 2024, the Company entered into the Agreement with Silver Cord, whereby it will acquire an additional 1,317 acres (533 hectares) of land surrounding the SC Project, subject to approval by the Canadian Securities Exchange. Pursuant to the Agreement, the Company will pay US\$394,855.60 in aggregate cash consideration.

(b) The purpose and business reasons for the transaction

The acquisition adds significantly to the Company's land position.

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

The proposed issuance of the units will provide the Company with additional exploration properties.

(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 controls the entity that owns the additional acreage that is being purchased by the Company. No securities are being issued.

(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 acquisition was approved by the board of directors of the Company, without the establishment of a special committee. No materially contrary views were expressed. Mr Hudye declared his interest and refrained from voting.

(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

Pursuant to Sections 5.5(b) and 5.7(1)(a) of MI 61-101, the Company relied on exemptions from the formal valuation and minority shareholder requirements, respectively, as neither the fair market value of the assets nor the consideration paid by exceeds 25% of the Company's market capitalization.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

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

8. Executive Officer

For inquiries regarding the material change and this report, please contact:

Robert Dzisiak
Chief Executive Officer
(204) 955-4803

9. Date of Report

August 28, 2024.