

MATERIAL CHANGE REPORT

- Item 1.** Name and Address of Company – Infinity Stone Ventures Corp. (the “Company”), #750-1095 West Pender Street, Vancouver, BC V6E 2M6.
- Item 2.** Date of Material Change – July 11, 2023
- Item 3.** News Release – News Release issued July 11, 2023 through Cision.
- Item 4.** Summary of Material Change – Infinity Stone Ventures Corp. (CSE:GEMS) (OTC:GEMSF) (FSE:B2I) (the “Company” or “Infinity Stone”), announces it is consolidating all of its Class A Subordinate Voting shares (“Class A Shares”) and Class B Super Voting Shares (“Class B Shares”) on the basis of one post-consolidated Class A Share or Class B Share for every two pre-consolidated Class A Shares or Class B Shares held, as the case may be (the “Consolidation”). The Class A Shares are expected to begin trading on a consolidated basis on the Canadian Securities Exchange (“CSE”) on Thursday, July 13, 2023. The record date for the consolidation is July 14, 2023.
- Item 5.** Full Description of Material Change – See the news release attached as Schedule “A” hereto.
- Item 6.** Reliance on Section 7.1(2) or (3) of National Instrument 51-102 – Not applicable.
- Item 7.** Omitted Information – No significant facts remain confidential in, and no information has been omitted from, this report.
- Item 8.** Executive Officer – Mr. Zayn Kalyan, Director of the Company, is knowledgeable about the material change and this report. He can be contacted at (778) 938-3367.
- Item 9.** Date of Report – July 11, 2023



Infinity Stone Ventures Announces Consolidation of its Shares

Vancouver, BC, July 11, 2023 – Infinity Stone Ventures Corp. (CSE:GEMS) (OTC:GEMSF) (FSE:B2I) (the “**Company**” or “**Infinity Stone**”), announces it is consolidating all of its Class A Subordinate Voting shares (“Class A Shares”) and Class B Super Voting Shares (“Class B Shares”) on the basis of one post-consolidated Class A Share or Class B Share for every two pre-consolidated Class A Shares or Class B Shares held, as the case may be (the “Consolidation”). The Class A Shares are expected to begin trading on a consolidated basis on the Canadian Securities Exchange (“CSE”) on Thursday, July 13, 2023. The record date for the consolidation is July 14, 2023.

No fractional shares will be issued as a result of the Consolidation. Fractional interests will be rounded down to the nearest whole number of shares without any consideration payable therefor. Outstanding convertible securities of the Company, including warrants and options, will be adjusted to account for the Consolidation in accordance with their terms.

The Consolidation affects all the Company’s Class A and Class B shares outstanding on July 14, 2023. As a result, the number of issued and outstanding Class A shares will be reduced to approximately 44,507,230 from 89,014,460, subject to the treatment of fractional shares. The Class B shares will be reduced to approximately 16,894 from 33,788, also subject to the treatment of fractional shares. Each shareholder's percentage ownership in the Corporation and proportional voting power will remain unchanged, except for minor adjustments resulting from the treatment of fractional shares. The new CUSIP number for the post-consolidation Class A Shares is 45675G202 and the new ISIN number is CA45675G2027. Infinity Stone’s Class A Shares will continue to trade under the symbol "GEMS" and Infinity Stone’s name will not change.

Shareholders who hold their shares in brokerage accounts or in "street name" or in the form of a DRS statement are not required to take any action to effect an exchange of their shares.

Registered shareholders who hold their shares in certificate form will receive a letter of transmittal from Computershare Investor Services Inc., the Corporation's transfer agent. The letter of transmittal will contain instructions on how registered shareholders can exchange their share certificates representing pre-consolidation shares for new certificates representing post-consolidation shares. Until surrendered, each share certificate representing pre-consolidation shares will represent the number of whole post-consolidation shares to which the holder is entitled as a result of the Consolidation.

Management believes that the Consolidation is necessary to provide the Company with a share structure that will better attract capital financing and that will provide for future growth opportunities.

The Consolidation is subject to final approval from the CSE.

About Infinity Stone Ventures

Infinity Stone's mission is to be a diversified, single source supplier for the critical energy metals being used in the clean energy revolution alongside its established SaaS solution portfolio. Infinity Stone is meeting the demand from battery and wind turbine manufacturers, nuclear and hydrogen energy producers, and energy metals speculators by acquiring 100% interest in critical mineral deposits and occurrences in stable mining-friendly jurisdictions, close to final use destinations in North American manufacturing hubs.

To register for investor updates please visit <https://infinitystoneventures.com>.

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Infinity Stone Contact

Zayn Kalyan
CEO and Director
Direct: 778-938-3367
zayn@altuscapital.ca

Forward-Looking Statements

This communication contains “forward-looking statements.” Such statements may be preceded by the words “intends,” “may,” “will,” “plans,” “expects,” “anticipates,” “projects,” “predicts,” “estimates,” “aims,” “believes,” “hopes,” “potential,” or similar words and, in this news release, include statements respecting the Consolidation, the timing thereof and the effect thereof on the Company’s capital structure, ability to attract capital financing and growth opportunities. Forward-looking statements are not guarantees of future performance, are based on certain assumptions, and are subject to various known and unknown risks and uncertainties, many of which are beyond the Company’s control, and cannot be predicted or quantified, and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause actual performance and financial results in future periods to differ materially from any projections of future performance or result expressed or implied by such forward-looking statements. Although forward-looking statements contained in this press release are based upon what management of Company believes are reasonable assumptions, there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The forward-looking statements may also be affected by risks and uncertainties in the business of the Company, including those described in the Company's public filings available on www.SEDAR.com. The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking statements.

The Canadian Securities Exchange has not reviewed, approved or disapproved the content of this news release.