

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

**Potent Ventures Inc.**  
(the “Company”)  
734 – 1055 Dunsmuir Street  
Vancouver, BC V7X 1B1

**Item 2 - Date of Material Change**

October 13, 2021

**Item 3 News Release**

A news releases was issued and disseminated through Accesswire on October 13, 2021 and filed on SEDAR (www.sedar.com ) and with the CSE.

**Item 4 Summary of Material Change**

On October 13, 2021, the Company announced that it had completed its first closing of a non-brokered private placement of 15,430,000 units at a price of \$0.04 per unit, for gross proceeds of \$617,200.

**Item 5 Full Description of Material Change**

See attached news release at Schedule “A”

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

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

The following senior officer of the Company is knowledgeable about the material change and this report:

Charlie Lamb, President & CEO, Director  
Email: investors@potent-ventures.com  
Phone: 236-317-2812

**Item 9 Date of Report**

October 14, 2021

## Schedule "A"

### POTENT VENTURES ANNOUNCES FIRST CLOSING OF PRIVATE PLACEMENT

**Vancouver, BC (October 13, 2021) – Potent Ventures Inc. ("Potent" or the "Company") (CSE: POT - FSE: 00S2 - OTCQB: POTVF)** is pleased to announce that it has completed a first closing of a non-brokered private placement of up to \$2,000,000 (the "Offering"). The Company accepted subscriptions for 15,430,000 units at a price of CDN \$0.04 per Unit, raising gross proceeds of CDN\$617,200. Each unit consists of one common share and one share purchase warrant entitling the holder to purchase an additional common share for CDN\$0.05 for a period of 2 years from the issue date. All of the securities issuable in connection with the offering will be subject to a hold period expiring four months and one day after date of issuance.

Insiders participation in the offering was for an aggregate amount of CDN \$27,000 comprising 675,000 Units representing 4% of the offering. Such participation is considered a related party transaction within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The related party transaction is exempt from minority approval and valuation requirements pursuant to the exemptions contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the securities to be issued under the Offering nor the consideration to be paid by the insiders exceeds 25% of the Company's market capitalization.

In connection with the closing of the private placement, the Company paid finder's fees of \$30,416 in cash and issued 860,400 finder's warrants. The finder's warrants hold the same terms of the warrants issued as part of the Units. A second tranche closing is expected to take place on or before November 10, 2021. The proceeds will be used for general working capital and potential acquisitions.

For further information, please contact:

Charlie Lamb, President & CEO, Director  
Telephone: 1(236) 317-2812 - Toll free 1(888) 556-9656  
E-mail: [investors@potent-ventures.com](mailto:investors@potent-ventures.com)

#### Forward Looking Statements

Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. All statements other than statements of historical fact are forward-looking statements, including, without limitation, statements regarding future financial position, business strategy, use of proceeds, corporate vision, proposed acquisitions, partnerships, joint-ventures and strategic alliances and co-operations, budgets, cost and plans and objectives of or involving the Company. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. Often, but not

always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "predicts", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. A number of known and unknown risks, uncertainties and other factors may cause the actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company including, but not limited to, the impact of general economic conditions, industry conditions and dependence upon regulatory approvals. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by securities laws.