

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

1. NAME AND ADDRESS OF COMPANY

Manning Ventures Inc.
Suite 303, 750 West Pender Street
Vancouver, BC
V6C 2T7

2. DATE OF MATERIAL CHANGE

November 27, 2020

3. PRESS RELEASE

The press release was issued on November 27, 2020 and was disseminated through the facilities of a recognized newswire services. A copy of the press release was filed on SEDAR.

4. SUMMARY OF MATERIAL CHANGE

Manning Ventures Inc. signs definitive agreement to acquire Flint Lake Project and agreement amending terms of Squid East option agreement.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, November 27, 2020. Manning Ventures Inc. (the "**Company**" or "**Manning**") (CSE: MANN) is pleased to announce that it has entered into an option agreement (the "**Flint Lake Option Agreement**") dated November 25, 2020 with Metals Creek Resources Corp. ("**MEK**") (TSXV:MEK), pursuant to which Manning has the option (the "**Flint Lake Option**") to acquire 100% of MEK's 81.3% interest in the Flint lake Property located in Ontario (the "**Flint Lake Project**").

In order to exercise the Flint Lake Option, Manning must: (1) make cash payments to MEK of \$145,000 over three years; (2) issue a total of 2,200,000 common shares of the Company to MEK over three years; and (3) incur work expenditures of \$775,000 over three years. Upon exercise of the Flint Lake Option, MEK will retain a 1% NSR royalty, provided that Manning retains the right to purchase 50% of such NSR royalty from MEK upon payment of \$500,000 at any time.

Manning is also pleased to announce that it has entered into an amending agreement dated November 25, 2020 (the "**Squid East Amending Agreement**") to amend the terms of the option agreement dated September 26, 2018 (as amended by the first amending agreement dated November 1, 2019, the "**Previous Squid East Option Agreement**") between Manning and MEK, pursuant to which Manning has the option (the "**Squid East Option**") to acquire a 75% interest in MEK's Squid East Property located in the northwest extension of the White Gold District, Yukon (the "**Squid East**").

Project”). As consideration for the amendments set out in the Squid East Amending Agreement, Manning has agreed to make a cash payment of \$5,000 and issue 100,000 common shares to MEK.

The Squid East Amending Agreement amends the option exercise requirements in the Previous Squid East Option Agreement as follows:

	Squid East Option Agreement	Squid East Amending Agreement
Exploration Expenditures	<ol style="list-style-type: none"> 1. \$50,000 by December 31, 2020 2. \$100,000 between January 1, 2021 and December 2021 3. \$300,000 between January 1, 2022 and December 31, 2022 4. \$700,000 between January 1, 2023 and December 31, 2023 	<ol style="list-style-type: none"> 1. \$50,000 by December 31, 2021 2. \$300,000 between January 1, 2022 and December 31, 2022 3. \$700,000 between January 1, 2023 and December 31, 2023
Share Issuances	<ol style="list-style-type: none"> 1. 600,000 common shares on or before the Company's listing date 2. 600,000 common shares on or before December 31, 2020 	<ol style="list-style-type: none"> 1. 600,000 common shares on or before the Company's listing date 2. 200,000 common shares on or before December 31, 2021
Cash Payments	<ol style="list-style-type: none"> 1. \$35,000 on or before the Company's listing date 2. \$30,000 on or before December 31, 2020 	<ol style="list-style-type: none"> 1. \$35,000 on or before the Company's listing date 2. \$20,000 on or before December 31, 2021
Annual Advance Minimum Royalty Payments	\$100,000 beginning on May 31, 2021 and annually thereafter	None.

The Previous Squid East Option Agreement, as amended by the Squid East Amending Agreement, is referred to as the “**Squid East Option Agreement**”.

Further details of the Previous Squid East Option Agreement are disclosed in the Company’s news release dated November 4, 2020. As of the date of this news release, Manning has made total cash payments of \$35,000 and issued a total of 600,000 common shares to MEK under the Squid East Option Agreement.

The transactions set out in the Flint Lake Option Agreement and the Squid East Option Agreement (each, an “**Option Agreement**”) are subject to approval of the Canadian Securities Exchange and the TSX Venture Exchange.

About Manning Ventures Inc.

Manning is a British Columbia based company involved in the acquisition and exploration of copper-gold porphyry mineral properties, with a focus in Canada. Manning is a reporting issuer in British Columbia, Alberta and Ontario, and has its common shares listed for trading on the Canadian Securities Exchange under the symbol "MANN". Manning has an option agreement with Metals Creek Resources Corp. on the Squid East Property in the Yukon, pursuant to which Manning has the option to acquire a 75% interest in the Squid East Property on the terms and conditions set out therein. Manning has an option agreement with Metals Creek Resources Corp. on the Flint Lake Property in Ontario, pursuant to which Manning has the option to acquire a 100% interest in the Flint Lake Property on the terms and conditions set out therein.

Contact Information

Manning Ventures Inc.
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RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

6. OMITTED INFORMATION

No information has been intentionally omitted from this form.

7. EXECUTIVE OFFICER

The name and business number of an officer of the Company through whom an executive officer who is knowledgeable about the material change and this report may be contacted is:

Zula Kropivnitski
Chief Financial Officer

Tel: 604-681-0084

8. DATE OF REPORT

DATED this 27th day of November, 2020.