

**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**

January 19, 2021

**3. PRESS RELEASE**

The press release was issued on January 19, 2021 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. announces private placement and adoption of stock option and restricted share unit plans.

**5. FULL DISCLOSURE OF MATERIAL CHANGE**

**Full Description of Material Change**

**Vancouver, British Columbia, January 19, 2021** - Manning Ventures Inc. (the "**Company**" or "**Manning**") (CSE: MANN) is pleased to announce that it has arranged a non-brokered private placement to raise up to \$1.5-million. The offering will consist of up to 10 million units consisting of one common share of the company and a common share purchase warrant entitling the holder to purchase a further share of the company. The units are being sold at a price of 15 cents per unit. The warrants will be exercisable for a period of 24 months from closing, at a price of 25 cents per share. Finders' fees may be applicable on the offering.

The Company also announces that it has approved a 10% rolling stock option plan whereby the Company may issue up to 10% of its issued capital as stock options to eligible directors, officers, employees and consultants. In addition, the Company has also implemented a 10% rolling restricted share unit plan whereby the Company may issue up to 10% of its issued capital as restricted share units to eligible directors, officers, employees and consultants. The stock option plan and restricted share unit plan were adopted by the Company to provide incentives to its executives and service providers and to better align interests with shareholder while preserving the Company's cash for its exploration activity.

**About Manning**

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. ("**Metals Creek**") 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 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.

**For further information contact:**

Manning Ventures Inc.  
Zula Kropivnitski, Chief Financial Officer  
Email: [zkropivnitski@preaknessgroup.com](mailto:zkropivnitski@preaknessgroup.com)  
Telephone: (604) 681-0084

**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 19<sup>th</sup> day of January, 2021