

**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 20, 2021

**3. PRESS RELEASE**

The press release was issued on January 20, 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. grants incentive stock options.

**5. FULL DISCLOSURE OF MATERIAL CHANGE**

**Full Description of Material Change**

**Vancouver, British Columbia, January 20, 2021** - Manning Ventures Inc. (the "**Company**" or "**Manning**") (CSE: MANN) is pleased to announce that the Board of Directors of the Company has granted 1,050,000 stock options (the "Options") to purchase common shares of the Company (the "Option Shares") to certain directors, officers, employees, and consultants of the Company. The Options vest on the date of issuance and are exercisable for a period of five years from the date of issuance at an exercise price of \$0.20 per Option Share.

**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. In addition, the Company signed an LOI to acquire Wabush Iron Ore Inc., the beneficial owner of two mineral properties located in the province

of Quebec: (i) the Lac Simone project, which includes 46 mineral claims, totalling 2,399.99 hectares; and (ii) the Hope Lake project, which includes 47 mineral claims, totalling 2,477.09 hectares.

**For further information contact:**

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

**6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

**7. OMITTED INFORMATION**

No information has been intentionally omitted from this form.

**8. 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

**9. DATE OF REPORT**

DATED this 20<sup>th</sup> day of January, 2021