

**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

February 12, 2021

3. PRESS RELEASE

The press release was issued on February 12, 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 closing of private placement.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, February 12, 2021 - Manning Ventures Inc. (the "**Company**" or "**Manning**") (CSE: MANN) is pleased to announce that, further to its news release dated January 19, 2021, the Company has closed a private placement of units (the "**Units**") of the Company at a price of \$0.15 per Unit (the "**Private Placement**").

Pursuant to the Private Placement, the Company issued 10,067,906 Units for aggregate gross proceeds of \$1,510,185.90. Each Unit consists of one common share in the capital of the Company (a "**Share**") and one transferrable Share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one Share (a "**Warrant Share**") at a price of \$0.25 per Warrant Share until February 11, 2023.

In connection with the Private Placement, the Company has paid finder's fees totaling \$55,459.25 and issued an aggregate of 369,728 non-transferable finders' warrants (the "**Finders' Warrants**"). Each Finders' Warrant will entitle the holder thereof to purchase one Share (a "**Finders' Warrant Share**") at a price of \$0.25 per Finders' Warrant Share until February 11, 2023.

The company intends to allocate the net proceeds of the Private Placement for general working capital and for exploration expenditures on its Flint Lake and Squid East properties.

Although the Company intends to use the proceeds of the Private Placement as described above, the actual allocation of net proceeds may vary from the uses set forth above, depending on future operations or unforeseen events or opportunities.

All of the securities issued in the Private Placement are subject to a hold period of 4 months and a day pursuant to applicable securities laws which expires on June 12, 2021.

“We’re pleased with the interest in Manning,” said Alex Klenman, CEO. “Capital provides the means for development, and we look forward to progressing our exploration efforts. The Company is well exposed to multiple sectors and we feel this gives us a greater path to growth in the near term. We’re excited for what’s ahead,” continued Mr. Klenman.

Manning Retains Transcend Capital Inc.

The Company is also pleased to report that with funds from the recently closed Private Placement, it intends to carry out a marketing program in the Canada and abroad. The Company considers it important to increase shareholder awareness in North America. To further this objective, the Company has retained Transcend Capital Inc. (“**Transcend**”) to provide strategic marketing services. The Company will pay Transcend CDN\$5,000 per month for an initial 12 month term.

Manning Revamps Online Presence with New Website

The Company has launched a new website and presentation to better reflect its recent acquisitions and path forward.

The new website is located at www.manning-ventures.com and features new and improved graphical elements and marketing materials to better convey the Company's projects, work to date and corporate vision.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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 also 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. Manning has also signed a letter of intent to acquire 100% of Wabush Iron Ore Inc. (“**Wabush**”). Wabush is 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:

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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 12th day of February, 2021