

**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

June 11, 2021

3. PRESS RELEASE

The press release was issued on June 11, 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 completes acquisition of Iron Ore Project.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, June 11, 2021 - Manning Ventures Inc. (the "**Company**" or "**Manning**") (CSE: MANN; Frankfurt: 1H5) is pleased to announce that, further to its news release on May 25, 2021, it has completed the acquisition (the "**Acquisition**") of the Broken Lake, Heart Lake, and Hydro properties (collectively the "**Properties**" or "**Projects**") pursuant to the terms of a property purchase agreement (the "**Purchase Agreement**") dated May 25, 2021, among the Company and the legal and beneficial holders of the Properties (the "**Vendors**"). The Properties are located in the Province of Quebec and consist of 180 mineral claims totalling 9,501 hectares.

In consideration for the Acquisition and pursuant to the terms of the Purchase Agreement, the Company:

- issued an aggregate of 4,000,000 common shares in the capital of the Company ("**Common Shares**") to the Vendors;
- granted an aggregate of 4,000,000 common share purchase warrants to the Vendors, each of which will be exercisable into one Common Share (a "**Warrant Share**") at an exercise price of \$0.35 per Warrant Share for a period of two (2) years from the grant date; and
- paid nominal cash consideration of \$1.00.

In connection with the Acquisition, the Company issued 400,000 Common Shares to an arm's length finder as a finder's fee.

All securities issued in connection with the Acquisition are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

The securities of the Company referred to in this news release 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. Accordingly, the securities of the Company may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This news release does not constitute an offer to sell or a solicitation of any offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Manning

Manning is a broad-based mineral exploration and development company with a focus in Canada. Manning holds a 100% interest in five Iron Ore properties located in the province of Quebec and is also currently earning towards a majority interest in the Squid East Silver-Gold Property, located in the Yukon, and the Flint Lake Gold Project, located in Ontario.

For further information contact:

Manning Ventures Inc.
Alex Klenman - CEO
Email: info@manning-ventures.com
Telephone: (604) 681-0084
www.manning-ventures.com

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:

Alex Klenman
Chief Executive Officer
Tel: 604-681-0084

9. DATE OF REPORT

DATED this 11th day of June, 2021