

**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**

October 26, 2021

**3. PRESS RELEASE**

The press release was issued on October 26, 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 closes private placement.

**5. FULL DISCLOSURE OF MATERIAL CHANGE**

**Full Description of Material Change**

**Vancouver, British Columbia, October 26, 2021** - Manning Ventures Inc. (the "**Company**" or "**Manning**") (CSE: MANN; Frankfurt: 1H5) is pleased to announce that the Company has closed a private placement of flow-through units (the "**FT Units**") of the Company at a price of \$0.16 per FT Unit (the "**Private Placement**").

Pursuant to the Private Placement, the Company issued 6,279,500 FT Units for aggregate gross proceeds of \$1,004,720. Each FT Unit consists of one common share in the capital of the Company which will be designated as a flow-through share (a "**FT Share**") pursuant to the *Income Tax Act* (Canada) and one-half of one common share purchase warrant (each whole share purchase warrant, a "**Warrant**"). Each whole Warrant will entitle the holder thereof to purchase one non-flow-through common share of the Company (a "**Warrant Share**") at a price of \$0.24 per Warrant Share for a period of 36 months from the date of issuance.

In connection with the Private Placement, the Company has paid finder's fees totaling \$66,117.60 and issued an aggregate of 413,235 non-transferable finders' warrants (the "**Finders' Warrants**"). Each Finders' Warrant will entitle the holder thereof to purchase one common share in the capital of the Company (a "**Finders' Warrant Share**") at a price of \$0.24 per Finders' Warrant Share for a period of 36 months from the date of issuance.

The Company intends to allocate the net proceeds of the Private Placement for the advancement of its Canadian exploration projects, namely its iron ore portfolio in Quebec, and its gold projects, located in Ontario.

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 February 23, 2022.

*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 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](mailto:info@manning-ventures.com)  
Telephone: (604) 681-0084  
[www.manning-ventures.com](http://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: 604-970-4330

**9. DATE OF REPORT**

DATED this 26<sup>th</sup> day of October, 2021