

**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 15, 2022

**3. PRESS RELEASE**

The press release was issued on February 15, 2022 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 engages investor relations professional to expand outreach.

**5. FULL DISCLOSURE OF MATERIAL CHANGE**

**Full Description of Material Change**

**Vancouver, British Columbia, February 15, 2022** - Manning Ventures Inc. (the "**Company**" or "**Manning**") (CSE: MANN; Frankfurt: 1H5; US: MANVF) is pleased to announce that it has entered into a consulting agreement (the "**Agreement**") with 1167388 B.C. Ltd. (the "**Service Provider**") whereby the Service Provider will provide the Company with consulting and advisory services including, but not limited to, the following: (a) working with the Company's management team on potential opportunities and joint ventures; (b) reviewing and assessing various strategic initiatives regarding the Company's public relations and marketing efforts; and (c) setting up investor roadshows in Vancouver, Calgary, Toronto, and Montreal (the "**Services**"). In consideration for the provision of the Services, the Company will pay the Service Provider a fee of \$45,000 plus applicable taxes for term from February 10, 2022 until May 30, 2022.

Services under the Agreement will be provided primarily by Aaron Wong, the President of the Service Provider. Mr. Wong is a capital markets consultant and current director of Plant Veda Foods. He led the business development group at Fortuna Investments for three years. He was formerly an accountant at Ernst & Young LLP as a part of the assurance practice specializing in resources, technology, real estate and financial services. Mr. Wong received his bachelor of business administration with a specialization in finance at Western Michigan University. Both Mr. Wong and the Service Provider are arm's length parties to the Company. The Service Provider's email address is [aaron@longtablecapital.com](mailto:aaron@longtablecapital.com) and its phone number is (778)-840-9664.

“We’re pleased to bring Aaron on board to assist Manning in expanding our reach and our footprint in this very competitive space,” said CEO, Alex Klenman. “He has a great track record of bringing value to the companies he’s worked and continues to work with, and as we move forward on some important initiatives his participation will prove to be of great benefit,” continued Mr. Klenman.

### **About Manning**

Manning is a broad-based mineral exploration and development company with a focus in Canada. Manning holds a 100% interest in six mineral properties located in the province of Quebec. The Company is also currently earning towards a majority interest in 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 15<sup>th</sup> day of February, 2022.