

**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

December 23, 2022

3. PRESS RELEASE

The press release was issued on December 23, 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 closes private placement.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, December 23, 2022 – Manning Ventures Inc. (the “**Company**” or “**Manning**”) (CSE: MANN; FRA: 1H5) is pleased to announce that it has closed a private placement of 10,400,000 common shares in the capital of the Company which will be designated as a flow-through shares (“**FT Shares**”) pursuant to the *Income Tax Act* (Canada) at a price of \$0.075 per FT Share for aggregate gross proceeds of \$780,000 (the “**Private Placement**”).

In connection with the Private Placement, the Company paid finder’s fees totaling \$62,400 and issued an aggregate of 832,000 non-transferable finders’ warrants (the “**Finders’ Warrants**”). Each Finders’ Warrant entitles the holder thereof to purchase one common share in the capital of the Company (a “**Finders’ Warrant Share**”) at a price of \$0.075 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.

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 April 23, 2023.

*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 the Bounty Lithium Project, located in Quebec, and the Dipole Lithium Project, in Newfoundland. The Company also retains interest in six Iron Ore properties located in the Province of Quebec, and a portfolio of polymetallic projects in Newfoundland.

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: 604-970-4330

9. DATE OF REPORT

DATED this 23rd day of December, 2022.