Form 51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Kelly Ventures Ltd. (the "**Company**")
Suite 615 – 800 West Pender Street
Vancouver, BC V6C 2V6

Item 2 **Date of Material Change**

The material change occurred effective October 6, 2025.

Item 3 **News Release**

A press release relating to the material change described herein was disseminated on October 6, 2025 via Newsfile and filed on the Company's SEDAR+ profile at www.sedarplus.ca.

Item 4 **Summary of Material Change**

On October 6, 2025, the Company announced that it closed its previously announced non-brokered private placement offering of a total of 3,500,000 common shares in the capital of the Company (the "**Shares**") at a price of $0.06 per Share for aggregate gross proceeds of $210,000. (the "**Offering**").

Item 5 **Full Description of Material Change**

5.1 Full Description of Material Change

On October 6, 2025, the Company announced that it closed the Offering.

The net proceeds of the Offering will be used for general working capital. Closing of the Offering is subject to certain conditions, including compliance with post-closing requirements of the TSX Venture Exchange.

The securities issued in connection with the Offering are subject to a statutory hold period of four months and one day from the date of issuance, in accordance with applicable Canadian securities laws.

Certain securities issued in connection with the financing are subject to escrow restrictions pursuant to a Capital Pool Company escrow agreement entered into among the Company, Computershare Investor Services Inc., and the TSX Venture Exchange, in accordance with TSXV Policy 2.4 – *Capital Pool Companies*.

This Offering has resulted in Seahawk Capital Corp. becoming an insider of the Company pursuant to applicable Canadian securities legislation, due to its subscription of 1,000,000 Shares, which resulted in beneficial ownership of approximately 13% of the issued and outstanding shares of the Company.

The Company's CEO and director, Paul Larkin, subscribed for a total of 665,000 Shares under the Offering. Mr. Larkin's participation in the Offering is a "related-party transaction", as defined in Multi-Lateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying on the exemptions from the formal valuation requirements contained in section 5.5(b) of MI 61-101 and the minority shareholder approval requirements contained in section 5.7(1)(a) of MI 61-101, as the Company is not listed on specified markets and the fair market value of Mr. Larkin's participation in the Offering does not exceed 25% of the Company's market capitalization, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering as the closing date of the Offering was not immediately known.

Cautionary Note on Forward-Looking Information

This material change report contains statements and information that, to the extent that they are not historical fact, may constitute "forward-looking information" within the meaning of applicable securities legislation based on current expectations, estimates, forecasts, projections, beliefs and assumptions made by management of the Company. Forward-looking information is generally identified by words such as "believe", "project", "aim", "expect", "anticipate", "estimate", "intend", "strategy", "future", "opportunity", "plan", "may", "should", "will", "would", and similar expressions and, in this material change report, includes statements relating to the use of proceeds of the Offering, the financial and business prospects of the Company, its assets and other matters. Although the Company believes that the expectations and assumptions on which such forward-looking information are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that it will prove to be correct. Since forward-looking information addresses future events and conditions, by its very nature it involves inherent risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking information in this material change report. The forward-looking information included in this material change report is expressly qualified by this cautionary statement. The forward-looking information contained in this material change report is made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless so required by applicable laws.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable

Item 7 **<u>Omitted Information</u>**

Not Applicable

Item 8 **<u>Executive Officer</u>**

Paul Larkin
President and CEO
604-728-4080

Item 9 **<u>Date of Report</u>**

This report is dated October 6, 2025