

**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

November 4, 2019

3. PRESS RELEASE

The press release was issued on November 4, 2019 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 Inc. amends terms of Squid Option Agreement.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, November 4, 2019. Manning Ventures Inc. (the "**Company**" or "**Manning**") is pleased to announce that it has entered into an amending agreement dated November 1st, 2019 (the "**Amending Agreement**") to amend the terms of the option agreement dated September 26, 2018 (the "**Original Option Agreement**") between the Company and Metals Creek Resources Corp. ("**MEK**"), pursuant to which the Company has the option to acquire a 75% interest in MEK's Squid East Property located in the northwest extension of the White Gold District, Yukon (the "**Property**").

In order to exercise the option, Manning must spend a total of \$1,150,000 on exploration of the Property, issue a total of 1,200,000 common shares of the Company to MEK, and make a total of \$65,000 in cash payments to MEK. Manning must also make annual advance minimum royalty ("**AAMR**") payments of \$100,000 each to MEK. The Amending Agreement amends the timing of these option exercise requirements and the AAMR payments, as follows:

	Original Option Agreement	Amending Agreement
Exploration Expenditures	1. \$50,000 by December 31, 2019 2. \$100,000 between January 1, 2020 and December 2020	1. \$50,000 by December 31, 2020 2. \$100,000 between January 1, 2021 and December 2021

	3. \$300,000 between January 1, 2021 and December 31, 2021 4. \$700,000 between January 1, 2022 and December 31, 2022	3. \$300,000 between January 1, 2022 and December 31, 2022 4. \$700,000 between January 1, 2023 and December 31, 2023
Share Issuances	1. 600,000 common shares on or before the Company's listing date 2. 300,000 common shares on or before December 31, 2019 3. 300,000 common shares on or before December 31, 2020	1. 600,000 common shares on or before the Company's listing date 2. 600,000 common shares on or before December 31, 2020
Cash Payments	1. \$35,000 on or before the Company's listing date 2. \$15,000 on or before December 31, 2019 3. \$15,000 on or before December 31, 2020	1. \$35,000 on or before the Company's listing date 2. \$30,000 on or before December 31, 2020
AAMR Payments	\$100,000 beginning on May 31, 2020 and annually thereafter	\$100,000 beginning on May 31, 2021 and annually thereafter

The terms of the Original Option Agreement are disclosed in the Company's prospectus dated August 30, 2019.

About Manning Ventures Inc.

Manning is a British Columbia based company involved in the acquisition and exploration of copper-gold porphyry mineral properties. Manning is a reporting issuer in British Columbia, Alberta and Ontario, and has its common shares listed for trading on the Canadian Securities Exchange under the symbol "MANN". Manning has an option agreement with Metals Creek Resources Corp. on the Squid East Property in the Yukon, pursuant to which Manning has the option to acquire a 75% interest in the Squid East Property on the terms and conditions set out therein.

Contact Information

Manning Ventures Inc.
Zula Kropivnitski, Chief Financial Officer
Email: zkropivnitski@preaknessgroup.com
Telephone: (604) 681-0084

RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

6. OMITTED INFORMATION

No information has been intentionally omitted from this form.

7. 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:

Zula Kropivnitski
Chief Financial Officer

Tel: 604-681-0084

8. DATE OF REPORT

DATED this 4th day of November, 2019.