FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

DINERO VENTURES LTD. ("**Dinero**" or the "**Company**")
Stewart, B.C. V0T 1W0

ITEM 2 Date of Material Change

Effective date for material change of April 30th, 2026

ITEM 3 News Release

A news release announcing the material change was disseminated on April 30th, 2026

ITEM 4 Summary of Material Change

Stewart, British Columbia – April 30, 2026 – Dinero Ventures Ltd. (the "Company") is pleased to announce that it has closed its previously announced non-brokered private placement financing (the "Offering"), as originally disclosed in its news release dated March 25, 2026.

Pursuant to the Offering, the Company issued an aggregate of **3,350,000 units** (the "Units") at a price of **$0.10 per Unit**, for gross proceeds of **$335,000**, consisting of:

- **2,850,000 flow-through units** (the "FT Units") for gross proceeds of **$285,000**.
- **500,000 non-flow-through units** (the "NFT Units") for gross proceeds of **$50,000**.

Each FT Unit consists of one common share issued as a "flow-through share" (within the meaning of the Income Tax Act (Canada)) and one common share purchase warrant (a "Warrant"). Each NFT Unit consists of one common share and one Warrant. Each Warrant entitles the holder to acquire one additional common share of the Company at an exercise price of **$0.15 per share** for a period of **three (3) years** from the date of issuance.

No finders' fees were paid in connection with the Offering.

Certain insiders of the Company participated in the Offering and subscribed for an aggregate of **800,000 Units**. Participation by insiders in the Offering constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements pursuant to Sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as neither the fair market value of the securities issued to insiders nor the consideration paid by insiders exceeds 25% of the Company's market capitalization.

All securities issued pursuant to the Offering are subject to a statutory hold period of four months and one day, expiring on **August 29, 2026**.

ITEM 5 Full Description of Material Change

See Schedule "A" attached for a copy of the news release announcing the material change.

ITEM 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

N/A

ITEM 7 Omitted Information

N/A

ITEM 8 Executive Officer

Randolph Kasum, Director
(250) 636-2264

ITEM 9 Date of Report

May 1st, 2026

Not for distribution to U.S. news wire services or dissemination in the United States.

Dinero Venture Ltd.
611 8th Street
Stewart, BC
V0T 1W0

TSX.V Trading Symbol: DNO

NEWS RELEASE

April 30, 2026

DINERO VENTURES LTD. ANNOUNCES CLOSING OF PRIVATE PLACEMENT

Stewart, British Columbia – April 30, 2026 – Dinero Ventures Ltd. (the "Company") is pleased to announce that it has closed its previously announced non-brokered private placement financing (the "Offering"), as originally disclosed in its news release dated March 25, 2026.

Pursuant to the Offering, the Company issued an aggregate of 3,350,000 units (the "Units") at a price of $0.10 per Unit, for gross proceeds of $335,000, consisting of:

- 2,850,000 flow-through units (the "FT Units") for gross proceeds of $285,000.
- 500,000 non-flow-through units (the "NFT Units") for gross proceeds of $50,000.

Each FT Unit consists of one common share issued as a "flow-through share" (within the meaning of the Income Tax Act (Canada)) and one common share purchase warrant (a "Warrant"). Each NFT Unit consists of one common share and one Warrant. Each Warrant entitles the holder to acquire one additional common share of the Company at an exercise price of $0.15 per share for a period of three (3) years from the date of issuance.

No finders' fees were paid in connection with the Offering.

Certain insiders of the Company participated in the Offering and subscribed for an aggregate of 800,000 Units. Participation by insiders in the Offering constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements pursuant to Sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as neither the fair market value of the securities issued to insiders nor the consideration paid by insiders exceeds 25% of the Company's market capitalization.

All securities issued pursuant to the Offering are subject to a statutory hold period of four months and one day, expiring on August 29, 2026.

The gross proceeds from the FT Units will be used to incur eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" (as defined in the Income Tax Act (Canada)) related to the Company's projects in British Columbia. Such expenditures will be renounced to subscribers with an effective date no later than December 31, 2026. Qualifying expenditures are expected to be eligible for the Critical Mineral Exploration Tax Credit of 30% for eligible investors. Proceeds from the NFT Units will be used for general working capital purposes.

The Offering remains subject to final acceptance of the TSX Venture Exchange.

About Dinero Ventures Ltd.

Dinero Ventures Ltd. is a Canadian exploration company focused on the acquisition and advancement of high-quality mineral properties in the Province of British Columbia. The

Company is committed to building shareholder value through disciplined exploration, responsible development and strategic project generation.

For investor information, please contact:
Tel: 250-636-6224

ON BEHALF OF THE BOARD OF DIRECTORS

"Ed Kruchkowski"

President

"Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release." "This news release may contain forward–looking statements. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements."