

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF COMPANY

Dinero Ventures Ltd. (the "**Company**")
905 Columbia Street, Box 224
Stewart, British Columbia, V0T 1W0

ITEM 2. DATE OF MATERIAL CHANGE

August 10, 2022

ITEM 3. NEWS RELEASE

The news release was issued on August 9, 2022 and distributed through the facilities of Stockwatch. The news release was filed on SEDAR on August 10, 2022.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it completed its initial public offering ("**IPO**").

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

On August 10, 2022, the Company completed its IPO, pursuant to which the Company distributed 5,000,000 common shares of the Company at a price of \$0.15 per common share for aggregate gross proceeds of \$750,000.

The Company's common shares were listed on the TSX Venture Exchange at market open on August 10, 2022 and immediately halted. Trading of the common shares is expected to resume on the TSX Venture Exchange on or about Friday, August 12, 2022 under the trading symbol "DNO".

Pursuant to an agency agreement dated May 12, 2022, Research Capital Corporation (the "**Agent**") acted as agent in respect of the IPO. In connection with the IPO, the Agent received a cash commission of \$75,000 and an aggregate of 500,000 non-transferable share purchase warrants, each such warrant entitling it to purchase one common share of the Company for \$0.15 at any time until August 10, 2024. The Agent also received a corporate finance fee of \$35,000 plus taxes.

The net proceeds of the IPO will primarily be used to fund a \$450,000 exploration program on the Company's Raven Property, located in the Lillooet Mining Division of British Columbia, as well as for general and administrative costs over the next twelve months.

As a result of the closing of the IPO, the Company now has 22,200,000 common shares issued and outstanding.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

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ITEM 9. DATE OF REPORT

August 10, 2022.