

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

**ITEM 1 Reporting Issuer**

**Dinero Ventures Ltd. ("Dinero" or the "Company")**

611- 8<sup>th</sup> Street  
Stewart, B.C. V0T 1W0

**ITEM 2 Date of Material Change**

Effective date for material change report on October 31, 2023

**ITEM 3 News Release**

A news release announcing the material change was disseminated on October 31, 2023.

**ITEM 4 Summary of Material Change**

The Company closed a non-brokered private placement of flow-through units to raise aggregate gross proceeds of \$200,000.

A total of 1,333,332 flow-through units were issued at the price of 15 cents per unit to raise \$200,000. Each flow-through unit consists of one flow-through common share of the company and one transferable non-flow-through common share purchase warrant. Each warrant entitles the holder to purchase, for a period of 24 months, one additional common share of the company, at a price of 25 cents per share.

All the shares and warrants, and any shares issued upon exercise of the warrants comprising the units, are subject to a hold period and may not be traded in Canada until March 1, 2024, except as permitted by applicable Canadian securities laws and the TSX Venture Exchange.

Directors of the Company acquired 666,666 flow-through units for \$100,000. These transactions are considered to be related party transactions, as defined under Multilateral Instrument 61-101. However, they are exempt from the formal valuation and minority shareholder approval requirements as neither the fair market value of the shares issued to, or the consideration paid, exceed 25 per cent of the company's market capitalization, as determined in accordance with MI 61-101.

The proceeds from the sale of the flow-through shares will be expended on the company's properties located in British Columbia.

**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**

November 7, 2023

Schedule "A"

**Dinero Ventures Ltd.  
426 King Street  
Stewart, BC  
V0T 1W0**

**TSX.V Trading Symbol: DNO**

**NEWS RELEASE**

**October 31, 2023**

**DINERO ANNOUNCES CLOSING OF NON-BROKERED PRIVATE PLACEMENT**

**Stewart, BC** – Dinero Ventures Ltd. ("Dinero" or the Company) has closed a non-brokered private placement of flow-through units to raise aggregate gross proceeds of \$200,000.

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Dinero Ventures Ltd. is a Canadian based mineral exploration company actively seeking opportunities in the resource sector. For investor information please call 250-636-6224.

ON BEHALF OF THE BOARD OF DINERO VENTURES LTD.

"Ed Kruchkowski"  
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.”*