

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

ITEM 1 Reporting Issuer

Dinero Ventures Ltd. ("Dinero" or the "Company")
426 King St.
Stewart BC V0T 1W0

ITEM 2 Date of Material Change

Effective date for material change report on October 30th, 2024

ITEM 3 News Release

A news release announcing the material change was disseminated on October 29th, 2024

ITEM 4 Summary of Material Change

Dinero Ventures Ltd. ("Dinero" or the Company) has closed a non-brokered private placement of flow-through units to raise aggregate gross proceeds of \$330,000.

A total of 3,300,000 flow-through units were issued at the price of 10 cents per unit to raise \$330,000. 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 36 months, one additional common share of the company, at a price of 10 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, 2025, except as permitted by applicable Canadian securities laws and the TSX Venture Exchange.

Directors of the Company acquired 1,200,000 flow-through units for \$120,000. 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.

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

Ed Kruckowski, President

ITEM 9 Date of Report October

October 30, 2024

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

TSX.V Trading Symbol: DNO

NEWS RELEASE

October 29, 2024

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 \$330,000.

A total of 3,300,000 flow-through units were issued at the price of 10 cents per unit to raise \$330,000. 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 36 months, one additional common share of the company, at a price of 10 cents per share.

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The proceeds from the sale of the flow-through shares will be expended on the company's New Raven property located 15 kilometres southwest of Lillooet, British Columbia.

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."