

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Valdy Investments Ltd. (the “Company”)
#902 – 510 Burrard Street
Vancouver, BC V6C 3A8

Item 2 Date of Material Change

January 28, 2021 and February 5, 2021

Item 3 News Release

The new release dated January 28, 2021 was disseminated through Market News and Stockwatch on January 28, 2021. The new release dated February 5, 2021 was disseminated through Market News and Stockwatch on February 5, 2021.

Item 4 Summary of Material Change

On January 28, 2021, the Company announced a non-brokered private placement financing (the “Offering”) of 4,583,333 common shares (each, a “Share”) at a price of \$0.06 per Share for gross proceeds of \$275,000, subject to the approval of the TSX Venture Exchange.

On February 5, 2021, the Company closed the Offering and issued 4,583,333 Shares for gross proceeds of \$275,000.

The aggregate gross proceeds from the sale of the Offering will be used to finance any potential transaction and for general working capital. The Company has not reached any understanding or agreement with any target acquisition.

All securities issued in connection with the Offering are subject to a statutory hold period expiring June 6, 2021.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

A full description of the material change is described in Item 4 above and in the attached News Releases.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Johnny Ciampi Chief Executive Officer, 604-685-0201

Item 9 Date of Report

February 5, 2021

VALDY INVESTMENTS LTD.
#902 – 510 Burrard Street
Vancouver, BC V6C 3A8

VALDY INVESTMENTS LTD. ANNOUNCES NON-BROKERED PRIVATE PLACEMENT

VANCOUVER, BC – January 28, 2021 – **Valdy Investments Ltd.** (“**Valdy**” or the “**Company**”) (TSX-V: VLDY.P) is pleased to announce a non-brokered private placement financing (the “**Offering**”) of 4,583,333 common shares (each, a “**Share**”) at a price of \$0.06 per Share for gross proceeds of \$275,000.

All securities issued in connection with the Offering will be subject to a statutory hold period expiring four months and one day after closing of the Offering. Completion of the Offering is subject to the approval of the TSX Venture Exchange.

The aggregate gross proceeds from the sale of the Offering will be used to finance any potential transaction and for general working capital. The Company has not reached any understanding or agreement with any target acquisition.

ON BEHALF OF THE BOARD

“Johnny Ciampi”

Johnny Ciampi
Chief Financial Officer, Corporate Secretary,
Director and Promoter

NEITHER 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.

For further information, please contact:

Johnny Ciampi
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VALDY INVESTMENTS LTD.
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Vancouver, BC V6C 3A8

VALDY INVESTMENTS LTD. ANNOUNCES CLOSING OF NON-BROKERED PRIVATE PLACEMENT

VANCOUVER, BC – February 5, 2021 – **Valdy Investments Ltd.** (“**Valdy**” or the “**Company**”) (TSX-V: VLDY.P) is pleased to announce that, further to its News Release of January 28, 2021, it has completed the non-brokered private placement financing (the “**Offering**”), whereby it issued 4,583,333 common shares (each, a “**Share**”) at a price of \$0.06 per Share for gross proceeds of \$275,000.

The aggregate gross proceeds from the sale of the Offering will be used to finance any potential transaction and for general working capital. The Company has not reached any understanding or agreement with any target acquisition.

All securities issued in connection with the Offering are subject to a statutory hold period expiring June 6, 2021.

ON BEHALF OF THE BOARD

“Johnny Ciampi”

Johnny Ciampi
Chief Financial Officer, Corporate Secretary,
Director and Promoter

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