

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

Marksman Energy Inc. (the “**Company**” or “**Marksman**”)
Suite 500, 400 - 3rd Avenue S.W.
Calgary, Alberta T2P 4H2

2. Date of Material Change(s):

December 13, 2019

3. News Release:

News release relating to the material change described herein were released via the facilities of Globe Newswire on December 13, 2019.

4. Summary of Material Change(s):

Marksman announced that it completed the second and final closing of its previously announced non-brokered private placement of units (the “**Units**”) of Marksman at a price of \$0.05 per Unit.

5. Full Description of Material Change:

5.1 Full Description of Material Change

Marksman announced that it completed the second and final closing of its previously announced non-brokered private placement of Units (the “**Offering**”). The Company issued 484,000 Units at a price of \$0.05 per Unit for aggregate gross proceeds of \$24,200, bringing the aggregate total under the Offering to 4,494,000 Units, for aggregate gross proceeds of \$224,700. Each Unit is comprised of one (1) common share (“**Common Share**”) and one (1) Common Share purchase warrant (“**Warrant**”) of Marksman. Each whole Warrant entitles the holder thereof to purchase one Common Share, at a price of \$0.10 per share, until two (2) years from the date of issuance.

Marksman paid a cash commission to a qualified non-related party of \$200 and issued 4,000 broker warrants entitling the holder to acquire one Common Share at a price of \$0.05 per share for a period of one (1) year from the date of issuance.

Marksman intends to use the net proceeds from this closing of the Offering of \$24,000 as working capital to support light oil exploration activities in Ohio.

Completion of the Offering is subject to regulatory approval including, but not limited to, the final acceptance of the TSX Venture Exchange. The securities issued are subject to a four month hold period from the date of issuance.

Related Party Participation in the Private Placement

Insiders subscribed for an aggregate of 334,000 Units in the second closing of the Offering for a total of 69% of the second closing. As insiders of Marksman participated in this Offering, it is deemed to be a “related party transaction” as defined under Multilateral Instrument 61-101-*Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). At the end of both closings, Peter Geib subscribed for 500,000 Units for a subscription of \$25,000, which brings his total percentage of ownership of the Common Shares to 10.12%; Archie Nesbitt, indirectly through

his wholly owned company Archibald J. Nesbitt & Company Ltd., subscribed for 524,000 Units for a subscription of \$26,200, which brings his total percentage of ownership of the Common Shares to 9.78%; and John McIntyre subscribed for 120,000 Units for a subscription of \$6,000, which brings his total percentage of ownership of the Common Shares to 0.96%.

Neither the Company, nor to the knowledge of the Company after reasonable inquiry, a related party, has knowledge of any material information concerning the Company or its securities that has not been generally disclosed.

The Offering is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 (pursuant to subsections 5.5(c) and 5.7(1)(b)) as it was a distribution of securities for cash and neither the fair market value of the Units distributed to, nor the consideration received from, interested parties exceeded \$2,500,000. The Offering was approved by the board of directors of the Corporation, including the directors that did not subscribe to the Offering.

The Company did not file a material change report more than 21 days before the expected closing of the Offering because the details of the participation therein by related parties of the Company were not settled until shortly prior to closing of the Offering and the Company wished to close on an expedited basis for business reasons.

Update on Complaint on Contract

Further to Marksmen's news release of November 28, 2019, Marksmen has now filed an Answer and Counterclaim in response to a Complaint on Contract filed by an operator of a well in Ohio with respect to a business dispute between the operator and Marksmen relating to amounts owing pursuant to the operation of the well.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not applicable

7. Omitted Information:

Not applicable

8. Executive Officer Knowledgeable of Material Change:

John McIntyre, Chief Financial Officer
Marksmen Energy Inc.
(403) 265-7270

9. Date of Report:

December 20, 2019