

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

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

2. Date of Material Change(s):

December 18, 2020

3. News Release:

A news release relating to the material change described herein was released via the facilities of Globe Newswire on December 18, 2020.

4. Summary of Material Change(s):

The Company announced that it plans to complete a non-brokered private placement of up to 8,750,000 units (the “Units”) of Marksmen at a price of \$0.04 per Unit for aggregate gross proceeds of up to a maximum of \$350,000 . Marksmen also announced changes to the Board of Directors.

5. Full Description of Material Change:

5.1 Full Description of Material Change

Marksmen announced that it plans to complete a non-brokered private placement of up to 8,750,000 units (the “Units”) of Marksmen at a price of \$0.04 per Unit for aggregate gross proceeds of up to a maximum of \$350,000 (the “Offering”). There is no minimum Offering. The Units will be comprised of one (1) common share (“Common Share”) and one (1) share purchase warrant (“Warrant”) of Marksmen. Each whole Warrant entitles the holder thereof to purchase one Common Share for \$0.07 expiring two (2) years from the date of the closing of the Offering..

Marksmen may pay a cash commission or finder's fee to qualified non-related parties of up to 8% of the gross proceeds of the Offering (up to \$28,000) and broker warrants (the “Broker Warrants”) equal to up to 8% of the number of Units sold in the Offering (up to 700,000 Broker Warrants). Each Broker Warrant will entitle the holder to acquire one Common Share at a price of \$0.04 per Broker Warrant for a period of one (1) year from the date of issuance

In the following order depending on the proceeds raised Marksmen intends to use the net proceeds of the Offering to pay \$75,000 of debenture interest, \$200,000 towards recompletion of wells targeting the Clinton Sandstone formation in Portage County, Ohio and \$47,000 towards working capital.

The Offering is being offered to all of the existing shareholders of Marksmen who are permitted to subscribe pursuant to the Existing Shareholder Exemption. This offer is open until February 1, 2021 or such other date or dates as the Company determines and one or more closings are expected to occur, with the first closing anticipated for on or before December 30, 2020.

Any existing shareholders interested in participating in the Offering should contact the Company pursuant to the contact information set forth below.

The Company has set December 18, 2020 as the record date for determining existing shareholders entitled to subscribe for Units pursuant to the Existing Shareholder Exemption. Subscribers purchasing Units under the Existing Shareholder Exemption will need to represent in writing that they meet certain requirements of the Existing Shareholder Exemption, including that they were, on or before the record date, a shareholder of the Company and still are a shareholder as at the closing date. The aggregate acquisition cost to a subscriber under the Existing Shareholder Exemption cannot exceed \$15,000 unless that subscriber has obtained advice from a registered investment dealer regarding the suitability of the investment.

As the Company is also relying on the Exemption for Sales to Purchasers Advised by Investment Dealers, it confirms that there is no material fact or material change related to the Company which has not been generally disclosed. In addition to offering the Units pursuant to the Existing Shareholder Exemption and the Exemption for Sales to Purchasers Advised by Investment Dealers, the Units are also being offered pursuant to other available prospectus exemptions, including sales to accredited investors. Unless the Company determines to increase the gross proceeds of the Offering, if subscriptions received for the Offering based on all available exemptions exceed the maximum Offering amount of \$350,000, Units will be allocated pro rata among all subscribers qualifying under all available exemptions.

Completion of the Offering is subject to regulatory approval including, but not limited to, the approval of the TSX Venture Exchange. The Common Shares and Warrants issued will be subject to a four month hold period from the date of the closing of the Offering.

It is expected that insiders of the Company will participate in the Offering.

Marksmen also announces that it held its annual and special meeting of shareholders today, at which Dr. Peter Geib, a director of the Corporation, did not stand for re-election. The board of directors and management of the Corporation thank Dr. Geib for his dedication and services to Marksmen and wish him every success in his future endeavors. Subject to the approval of the TSX Venture Exchange, Martin (Marty) Shumway has been elected to the board of directors and has also been appointed as the Vice President, Operations of the Corporation. Mr. Shumway has previously worked closely with Marksmen as Vice President of Operations of the Corporation's subsidiary, Marksmen Energy USA, Inc., and the board of directors looks forward to working with him on the board of Marksmen.

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 29, 2020

This news release may contain certain forward-looking information and statements, including without limitation, the closing of the private placement, statements pertaining to the use of proceeds, and the Company's ability to obtain necessary approvals from the TSX Venture Exchange. All statements included herein, other than statements of historical fact, are forward-looking information and such information involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. A description of assumptions used to develop such forward-looking information and a description of risk factors that may cause actual results to differ materially from forward-looking information can be found in Marksmen's disclosure documents on the SEDAR website at www.sedar.com. Marksmen does not undertake to update any forward-looking information except in accordance with applicable securities laws.