

## MATERIAL CHANGE REPORT

1. *Name and Address of Reporting Issuer:*

NSX Silver Inc.  
1550 Bedford Highway, Suite 802  
Bedford, NS B4A 1E6

2. *Date of Material Change:*

November 16, 2017

3. *News Release:*

A news release was issued and disseminated on November 16, 2017 and filed on SEDAR. See Schedule "A" attached hereto for a copy of the news release.

4. *Summary of Material Change:*

**NSX Silver Inc.** (the "Company") announced that proposed offering of subscription receipts of the Company (each, a "Subscription Receipt") to raise gross proceeds of up to \$2,700,000 (the "Offering"). NSX Silver is also pleased to provide an update with respect to the letter of intent with Village View Limited Partnership No. 1 (the "Transaction") as previously announced on July 31, 2017.

NSX Silver also announced that it has entered into an agreement with Echelon Wealth Partners Inc. ("Echelon") and Industrial Alliance Securities Inc. (together with Echelon, the "Agents") to sell, on a commercially reasonable efforts private placement basis, a minimum of 18,000,000 subscription receipts (the "Subscription Receipts") at a price of C\$0.15 per Subscription Receipt for minimum aggregate gross proceeds of approximately C\$2.7 million. The Offering is expected to close on or before December 14, 2017, or such other date as the Company and the Agents may agree.

5. *Full Description of Material Change:*

Please see Schedule "A" attached hereto for a copy of the news release.

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

Not applicable.

7. *Omitted Information:*

None.

8. *Executive Officer:*

For further information, please contact:  
Glenn A. Holmes  
CFO  
Phone (902) 798-1148  
Fax (902) 446-2001

9. *Date of Report:*

November 16, 2017

Dated at Halifax, Nova Scotia this 16<sup>th</sup> day of November, 2017

NSX SILVER INC.

*(signed "Glenn Holmes")*

Per: \_\_\_\_\_  
CFO

## SCHEDULE "A"

### NSX SILVER INC. ANNOUNCES PRIVATE PLACEMENT OF SUBSCRIPTION RECEIPTS

**Bedford, Nova Scotia:** NSX Silver Inc. (the "**Company**" or "**NSX Silver**") (TSX.V: NSY.H) is pleased to announce a proposed offering of subscription receipts of the Company (each, a "**Subscription Receipt**") to raise gross proceeds of up to \$2,700,000 (the "**Offering**"). NSX Silver is also pleased to provide an update with respect to the letter of intent with Village View Limited Partnership No. 1 (the "**Transaction**") as previously announced on July 31, 2017.

#### *Subscription Receipt Offering*

NSX Silver is pleased to announce that it has entered into an agreement with Echelon Wealth Partners Inc. ("**Echelon**") and Industrial Alliance Securities Inc. (together with Echelon, the "**Agents**") to sell, on a commercially reasonable efforts private placement basis, a minimum of 18,000,000 subscription receipts (the "**Subscription Receipts**") at a price of C\$0.15 per Subscription Receipt (the "**Issue Price**"), for minimum aggregate gross proceeds of approximately C\$2.7 million. The Offering is expected to close on or before December 14, 2017, or such other date as the Company and the Agents may agree (the "**Closing Date**").

Upon the satisfaction of the Escrow Release Conditions (as defined below) on or prior to three months following the Closing Date (the "**Escrow Deadline**"), each Subscription Receipt shall be automatically converted without any further action by the holder, and for no additional consideration into one unit of the Company (a "**Unit**"). Each Unit shall consist of one common share of the Company (a "**Common Share**") and one-half of one common share purchase warrant. Each full warrant (a "**Warrant**") shall entitle the holder thereof to acquire one common share of the Company for a period of 24 months from the date of issuance thereof at a price of \$0.25 per common share.

100% of the proceeds of the Offering (the "**Escrowed Funds**"), shall be deposited in escrow on the Closing Date. The Escrowed Funds (less amounts payable by the Company to the Agents) shall be released from escrow by the Escrow Agent to the Company upon the completion or irrevocable waiver or satisfaction of all conditions precedent to the Transaction as outlined in the LOI and the TSXV Listing (together, the "**Escrow Release Conditions**").

In the event that the Escrow Release Conditions are not satisfied or incapable of being satisfied on or before the date which is three months following the Closing Date, the proceeds under the Offering, with accrued interest earned thereon (less any applicable withholding taxes), will be returned to the subscribers and the Subscription Receipts will be cancelled.

The Company has agreed to: (i) pay the Agents a cash commission equal to 7% of the gross proceeds of the Offering (the "**Agents' Fee**"), and (ii) issue to the Agents such number of share purchase warrants (each, an "**Agents' Warrant**") as is equal to 7% of the number of Subscription Receipts sold under the Offering, with each Agents' Warrant entitling the holder to acquire one post-Transaction common share at the Issue Price until the date that is 24 months from the Closing Date.

#### *Use of Proceeds*

The Company will use the net proceeds of the Offering to acquire all of the real property located at 41 Noel Avenue, Saint John, New Brunswick ( "**41 Noel Avenue**"), to post a securable deposit to reduce the mortgage level of 41 Noel Avenue and general corporate and working capital purposes. The Subscription Receipts are being issued in connection with the proposed acquisition by the Company of 100% of the real property located at 41 Noel Avenue pursuant to the terms and conditions of the Agreement of Purchase and Sale between the Company and Village View Limited Partnership No. 1 dated 17 August 2017 (the "**SPA**").

#### *Acquisition Transaction*

As previously announced NSX Silver entered into a Letter of Intent to acquire 41 Noel Avenue for an aggregate purchase price of \$4,900,000 subject to adjustments at closing. NSX Silver subsequently entered into the SPA with the vendor with the closing thereof being conditional upon the satisfaction of a number of conditions ("**Conditions**"). NSX Silver will assume collateral mortgages currently held by Village View Limited Partnership No.1 in the aggregate amount of approximately \$3.3 million, with the balance of the purchase price payable in cash from the proceeds of the Subscription Receipts financing that NSX Silver expects to complete concurrent with the closing of this transaction (the "**Transaction**").

#### *Change of Business*

Completion of the Transaction as contemplated would constitute a change of business in accordance with TSX Venture Exchange ("**TSXV**" or the "**Exchange**") Policy 5.2., *Changes of Business and Reverse Take-overs*, as the Company's current business is exploration for minerals. The proposed Transaction would see the Company engage in the ownership and management of multi-unit residential real estate. As a result, the Transaction is subject to Exchange acceptance and will also require the approval of the shareholders of NSX Silver.

#### *Change of Name*

The Company intends to change its name from NSX Silver Inc. to Vivere Communities Inc, as approved by its shareholders at the Company's Annual and Special Meeting of Shareholders held on June 28, 2017. The company will reserve an appropriate trading symbol to correspond with the name change. Both the change of name and trading symbol are subject to approval by the Exchange.

#### *Listing*

It is contemplated that the proposed Transaction would meet the criteria for a listing on the TSXV and allows the company to move from the NEX to TSXV, subject to approval of the Exchange.

### *Conditions*

The Transaction is subject to a number of conditions including, but not limited to, completion of the Subscription Receipts financing, approval by the shareholders of NSX Silver and approval by the Exchange.

### *Trading Halt*

In accordance with Exchange policy, the Company's shares are halted from trading and will remain halted until such time as determined by the Exchange, which, depending upon the policies of the Exchange, may not be until the completion of the Transaction. The Company will provide further details in respect of the Transaction in due course by way of news releases.

ON BEHALF OF THE BOARD OF DIRECTORS

"Jamie Nicoll"

Chairman & EVP

### ***Cautionary Statements***

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.

Completion of the transaction is subject to a number of conditions, including Exchange acceptance and disinterested Shareholder approval. The transaction cannot close until the required Shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Management Information Circular and/or Filing Statement to be prepared in connection with the transaction, any information released or received with respect to the COB may not be accurate or complete and should not be relied upon. Trading in the securities of NSX Silver should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

### ***Forward-Looking Information***

This news release contains certain statements, which may constitute "forward looking information" under Canadian securities law requirements and "forward looking statements" under applicable securities laws ("forward-looking information"). All statements other than statements of historical fact contained in this presentation, including, but not limited to, statements with respect to the future financial positions and results of operations, strategy, plans, objectives, goals and targets.

Forward-looking information can be identified by the use of words such as "could", "expect", "believe", "will", "may", "intend", "plan", "estimate", "anticipate", "predict", "project" and similar expressions and statements relating to matters that are not historical facts. Forward-looking information involves known and unknown risks and uncertainties and other factors which may cause the actual results, performance or achievements of NSX Silver to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. These factors include, the ability of NSX Silver to operate as a going concern; development and operating risks; the Company's limited operating history; the trading price and volatility of the Company's common shares; global financial volatility; and reliance on key members of management.

Forward-looking information is based on assumptions that NSX Silver believes to be reasonable. Key assumptions upon which the Company's forward-looking information is based include, but are not limited to: that the Company will have sufficient working capital and be able to secure additional funding necessary for continued operation of the Company's property interests; and that the key personnel will continue their employment with the Company.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information.