

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

Item 1. Name and Address of the Company

Norseman Capital Ltd.
25th Floor, 700 West Georgia Street
Vancouver, BC V7Y 1B3

Item 2. Date of Material Change

December 14 2020.

Item 3. News Release

The press release attached as Schedule "A" was released by TheNewswire on December 14 2020.

Item 4. Summary of Material Change

The material change is described in the press release attached as Schedule "A".

Item 5. Full Description of Material Change

The material change is described in the press release attached as Schedule "A".

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Sean Hurd
Chief Executive Officer
T: (604) 505-4564

Item 9. Date of Report

December 15 2020

Schedule A

Norseman Silver Inc. Announces \$1,500,000 Non-Brokered Private Placement

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT INTENDED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

Vancouver, British Columbia – December 14, 2020 – Norseman Silver Inc. (TSXV:NOC) (“**Norseman**” or the “**Company**”) is pleased to announce that intends to complete a proposed non-brokered private placement financing (the “**Offering**”) for gross proceeds of up to \$1,500,000 composed of up to 6,000,000 units (“**Units**”) at a price of CAD\$0.25 per Unit. Closing of the Offering is expected to occur on or around December 31, 2020. The Company shall have the option to increase the Offering to raise an additional \$250,000 in gross proceeds.

Each Unit will consist of one common share (“**Common Share**”) and one Common Share purchase warrant (“**Warrant**”). Each whole Warrant will entitle the holder to purchase one Common Share at a price of CAD\$0.30 per Common Share until the date which is twenty four (24) months from the date of issuance.

The Company intends to use the net proceeds from the Offering for general corporate and working capital purposes, as well as on exploration on the Silver Vista property and New Moon property. Completion of the Offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the TSX Venture Exchange and applicable securities regulatory authorities. All securities issued and issuable pursuant to the Offering will be subject to a four month and one day statutory hold period.

For further information, please contact:

Sean Hurd
Chief Executive Officer
T: 604 505-4554

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the United States Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This News Release includes certain "forward-looking statements" which are not comprised of historical facts. Forward looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, the Company's objectives, goals or future plans, statements, exploration results, potential mineralization, the estimation of mineral resources, exploration and mine development plans, timing of the commencement of operations and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to failure to identify mineral resources, failure to convert estimated mineral resources to reserves, the inability to complete a feasibility study which recommends a production decision, the preliminary nature of metallurgical test results, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, an inability to complete the Offering on the terms or on the timeline as announced or at all, an inability to predict and counteract the effects of COVID-19 on the business of the Company, including but not limited to the effects of COVID-19 on the price of commodities, capital market

conditions, restriction on labour and international travel and supply chains, and those risks set out in the Company's public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.