

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

Search Minerals Inc. ("**Search**", or the "**Company**")
#108 – 901 West 3rd Street
North Vancouver, British Columbia V7P 3P9

ITEM 2. DATE OF MATERIAL CHANGE

November 30, 2020

ITEM 3. NEWS RELEASE

A news release was disseminated by the Company through Global Newswire, and was subsequently filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") under the Company's profile on December 2, 2020.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has completed its previously announced shares for debt transaction and loan extension.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

On November 30, 2020, the Company completed its previously announced shares for debt transaction and loan extension.

The Company has issued an aggregate of 3,815,060 common shares of the Company (the "**Shares**") at a price of \$0.05 per Share in settlement of outstanding debt of approximately \$190,753 (the "**Shares for Debt Transaction**"), owing to certain arm's length and non-arm's length parties. The Company decided to settle the outstanding debt with the issuance of Shares in order to preserve its remaining cash for operations and the settlement of other obligations.

In connection with the Shares for Debt Transaction, the Company settled an aggregate of \$60,000 owed to certain directors through the issuance of 240,000 Shares to Leo Power, 480,000 Shares to George Molyviatis and 480,000 Shares to Jocelyn Bennett, and an aggregate of \$67,397 owed to InCor Holdings Plc., an Insider of the Company, through the issuance of 1,347,940 Shares (collectively, the "**Related Party Creditors**").

The issuance of Shares to the Related Party Creditors pursuant to the Shares for Debt Transaction constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") as the Related Party Creditors are related parties of the Company. The Company is relying on the exemptions from the formal valuation and minority approval requirements in Sections 5.5.(a) and 5.7(1)(a) of MI 61-101, on the basis that the fair market value of the transactions does not exceed 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing of the Shares for Debt Transaction, as required by MI 61-101, since the details of the Shares for Debt Transaction were not settled until shortly prior to the closing of the transaction and the Company wished to close

on an expedited basis for sound business reasons. The share issuances to the Related Party Creditors did not result in a material change to the percentage holdings of the applicable parties.

Further to the Company's initial new release dated November 12, 2020, the Company extended the maturity date of an unsecured loan of \$200,000 (the "**Loan**") with an arm's length party, for a period of one year from the original maturity date of the Loan (the "**Loan Extension**"). In consideration for agreeing to the Loan Extension, the Company cancelled and reissued 4,000,000 common share purchase warrants (the "**Bonus Warrants**") to the lender. Each Bonus Warrant is exercisable into one Share for a period of one year from the date of issuance at a price of \$0.05 per Bonus Warrant.

All securities issued in connection with the Shares for Debt Transaction and the Loan Extension are subject to a four-month hold period, which will expire on the date that is four months and one day from the date of issue.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

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

Contact: Greg Andrews
Telephone: (604) 998-3432

ITEM 9. DATE OF REPORT

This report is dated December 15, 2020.