

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

STATESMAN RESOURCES LTD.
Suite 300-1055 W. Hastings St.
Vancouver, BC V6E 2E9

Telephone: 604-812-7103
Fax: 604-629-7971

Item 2 Date of Material Change

December 4, 2012

Item 3 News Release

The date of the news release issued pursuant to Section 7.1 of National Instrument 51-102 with respect to the material change disclosed in this report is December 4, 2012. The news release was issued in Vancouver, British Columbia.

Item 4 Summary of Material Change

1. Statesman Resources Ltd. (the "Company") announced that it had finalized negotiations with its partners in Block 14, Sudan, resulting in the signing of both the Joint Operating Agreement ("JOA") and the Joint Operating Company ("JOC") Shareholder Agreement.
2. The Company reported that its corporate address had been changed to Suite 300, 1055 West Hastings Street, Vancouver, BC V6E 2E9 and that Ms. Susan Tessman had been appointed Corporate Secretary effective November 30, 2012.

Item 5 Full Description of Material Change

See News Release dated December 4, 2012 attached.

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report.

Dougal Ferguson
President/CEO
Telephone: +61 407 073 360

Item 9 Date of Report

December 5, 2012