

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

Item 1. Reporting Issuer

Statesman Resources Limited
715-675 West Hastings Street
Vancouver, B.C.
V6B 1N2

Item 2. Date of Material Change

November 18, 2014

Item 3. Press Release

Statesman Resources Limited (the "Issuer") issued a press release November 18, 2014 through the facilities of Market News.

Item 4. Summary of Material Change

The Issuer announced that a consolidation of its common shares will be considered by its shareholders at the upcoming annual and special meeting of shareholders scheduled to be held on December 10, 2014. The Issuer currently has 31,281,959 shares outstanding and proposes to consolidate its common shares such that one new common share would be issued for every three common shares outstanding on the effective date of the consolidation.

Item 5. Full Description of Material Change

The Issuer announces that a consolidation of its common shares will be considered by its shareholders at the upcoming annual and special meeting of shareholders scheduled to be held on December 10, 2014.

The Issuer currently has 31,281,959 shares outstanding and proposes to consolidate its common shares such that one new common share would be issued for every three common shares outstanding on the effective date of the consolidation.

Following a share consolidation on a three for one basis, the Issuer would have approximately 10,427,320 common shares outstanding, post-consolidation. The change in the number of issued and outstanding common shares that would result from the share consolidation would not materially affect any shareholder's percentage ownership in the Issuer, although such ownership would be represented by a smaller number of common shares.

The proposed share consolidation is subject to the approval, by special resolution, of the shareholders of the Issuer and to the approval of the TSX Venture Exchange.

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

This report is not being filed on a confidential basis.

Item 7. Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8. Senior Officers

To obtain further information contact the Corporate Secretary, Susan Tessman at 604-312-4061.

DATED this 25th day of November, 2014

"Glenn Whiddon"

Glenn Whiddon, CEO and President