

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

ITEM 1. NAME AND ADDRESS OF ISSUER

Santacruz Silver Mining Ltd. (the "**Company**")
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Vancouver, BC V6C 3B6
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ITEM 2. DATE OF MATERIAL CHANGE

April 23, 2021

ITEM 3. NEWS RELEASE

Issued on April 26, 2021 and disseminated through the facilities of Newsfile.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company closed the previously announced acquisition of the Zimapan mine assets from Minera Cedros, S.A. de C.V. together with the US\$17.6 million secured loan facility from Trafigura Mexico, S.A. de C.V.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

See news release attached as Schedule "A" hereto.

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

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

ITEM 8. EXECUTIVE OFFICER

Contact: Arturo Prestamo Elizondo
Executive Chairman and Interim CFO
Telephone: (604) 569-1609

ITEM 9. DATE OF REPORT

April 26, 2021



TSX.V: SCZ

April 26, 2021

FSE: 1SZ

Santacruz Completes Acquisition of Zimapan Mine and Debt Financing

Vancouver, B.C. -- Santacruz Silver Mining Ltd. (TSX.V:SCZ) (the "Company" or "Santacruz") is pleased to report that it has completed the previously announced acquisition of the Zimapan mine assets from Minera Cedros, S.A. de C.V. ("Minera Cedros"), a wholly owned subsidiary of Grupo Peñoles. The transaction was funded in part by a US\$17.6 million loan facility (the "Trafigura Loan Facility") provided by Trafigura Mexico, S.A. de C.V. (the "Trafigura Mexico").

As noted in the Company's press release of February 25, 2021, total consideration paid by Santacruz to Minera Cedros was US\$20 million plus applicable Mexican Value Added Tax of US\$3.2 million. Pursuant to the February 24, 2021 definitive purchase agreement (the "Purchase Agreement") between the Company's wholly-owned subsidiary, Carrizal Mining, S.A. de C.V. ("Carrizal"), and Minera Cedros, at closing of the acquisition of the Zimapan mine, Carrizal paid Minera Cedros US\$15 million funded through the Trafigura Loan Facility. The US\$2.6 million balance of the Trafigura Loan Facility represents the refinancing of existing debt owing to Trafigura Mexico by Carrizal and an affiliate (Impulsora Minera Santacruz, S.A. de C.V.). Carrizal had previously made payments to Minera Cedros totaling US\$5 million leaving an outstanding balance for the Zimapan acquisition of US\$3.2 million which is payable to Minera Cedros on or before September 23, 2021 in accordance with the terms of the Purchase Agreement. Santacruz will make this payment from cash on hand or from cash flow from the Zimapan mine.

Pursuant to the terms of the Trafigura Loan Facility, at the closing the Company issued an aggregate of 28,000,000 warrants to Trafigura Mexico, each warrant being exercisable to purchase one common share of the Company at a price of C\$0.395 per share, for a period of 12 months with respect to 26% (7,280,000 warrants) and 42 months with respect to the remaining 74% (20,720,000 warrants). In accordance with the policies of the TSX Venture Exchange and other applicable legislation, shares issued pursuant to the exercise of warrants will be subject to a hold period expiring August 24, 2021.

Carlos Silva, CEO of Santacruz stated, "Closing the transaction and acquiring outright ownership of the Zimapan Mine marks a new era for Santacruz that will help pave the road for the continuation of the Company's growth. Beyond the mineralized zones currently being mined, management believes there is great untapped potential contained in the Zimapan mine's 5,000 hectares of mining claims. We have already identified several priority areas for exploration which we expect will allow the mine to maintain its historical yearly production levels of +5 million silver equivalent ounces for many years." Mr. Silva continued, "I want to thank everyone at Grupo Peñoles for demonstrating constant support and professionalism throughout this process. I also want to thank Trafigura for supporting Santacruz and providing the loan facility that expedited the closing of the transaction."

About Santacruz Silver Mining Ltd.

Santacruz is a Mexican focused silver company that currently owns and operates the Rosario Project and the Zimapan Mine.

The Company is managed by a technical team of professionals with proven track records in developing, operating and discovering silver mines in Mexico. Our corporate objective is to become a mid-tier silver producer.

'signed'

Arturo Préstamo Elizondo,
Executive Chairman

For further information please contact:

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Neither the 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.

Forward looking information

Certain statements contained in this news release constitute "forward-looking information" as such term is used in applicable Canadian securities laws, including statements relating to the Company's outstanding debt with Trafigura Mexico and Minera Cedros, and statements relating to production at the Zimapan Mine and the Company's plans to grow its operations. Forward-looking information is based on plans, expectations and estimates of management at the date the information is provided and is subject to certain factors and assumptions. In making the forward-looking statements included in this news release, the Company has applied several material assumptions, including that the Company's financial condition and development plans do not change as a result of unforeseen events and that future metal prices and the demand and market outlook for metals will remain stable or improve. Forward-looking information is subject to a variety of risks and uncertainties and other factors that could cause plans, estimates and actual results to vary materially from those projected in such forward-looking information. Factors that could cause the forward-looking information in this news release to change or to be inaccurate include, but are not limited to, the risk that any of the assumptions referred to above prove not to be valid or reliable; market conditions and volatility and global economic conditions, including increased volatility and potentially negative capital raising conditions resulting from the continued COVID-19 pandemic and risks relating to the extent and duration of such pandemic and its impact on global markets; risk of delay and/or cessation in planned work or changes in the Company's financial condition and development plans; risks associated with the interpretation of data (including in respect of third party mineralized material) regarding the geology, grade and continuity of mineral deposits; the uncertainty of the geology, grade and continuity of mineral deposits and the risk of unexpected variations in mineral resources, grade and/or recovery rates; risks related to gold, silver, base metal and other commodity price fluctuations; risks relating to environmental regulation and liability; the possibility that results will not be consistent with the Company's expectations, as well as the other risks and uncertainties applicable to mineral exploration and development activities and to the Company as set forth in the Company's continuous disclosure filings filed under the Company's profile at www.sedar.com. There can be no assurance that any forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader should not place any undue reliance on forward-looking information or statements. The Company undertakes no obligation to update forward-looking information or statements, other than as required by applicable law.