

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

**Item 1. Name and Address of Reporting Issuer**

Alpha Copper Corp. (the “**Company**”)  
595 Burrard Street  
Vancouver, BC V7X 1L4

**Item 2. Date of Material Change**

September 25, 2023 and October 11, 2023.

**Item 3. News Release**

News releases were issued by the Company on September 25, 2023 and October 11, 2023 via Globe Newswire and filed on SEDAR+.

**Item 4. Summary of Material Change**

On September 25, 2023, the Company announced that it has entered into a definitive agreement (the “**Agreement**”) with Northwest Copper Corp. (the “**Seller**”), pursuant to which the Company agreed to acquire a 100% undivided legal and beneficial interest in the Okeover Copper (molybdenum) Project (the “**Okeover Project**”), which encompasses twelve (12) mineral claims comprising approximately 4,613 hectares located in the Province of British Columbia (the “**Acquisition**”).

Pursuant to the Agreement, the Company agreed to issue to the Seller that number of common shares of the Company (the “**Shares**”) having an aggregate value of \$500,000 at a deemed price per Share equal to the current market price, to be calculated in accordance with the terms of the Agreement. One-half (50%) of the Shares will be subject to a 12-month lock-up and the Seller has agreed not to sell, dispose of or otherwise transfer the Shares until released from lock-up. The Seller has granted the Company an irrevocable right of first refusal to repurchase the Shares should the Seller decide to sell them in the future. In addition, the Company granted to the Seller a 2% net smelter returns royalty on the Okeover Project (the “**Royalty**”) subject to the Company’s buyback option of one-half (1%) of the Royalty for an aggregate consideration of \$1,000,000.

Subsequently on October 11, 2023, the Company announced that it had acquired the Okeover Project from the Seller.

The Company now holds a 100% undivided legal and beneficial interest in the Okeover Project. As consideration, the Company issued 5,675,369 Shares to the Seller at a deemed price of \$0.0881 per Share for an aggregate value of approximately \$500,000. The Shares are subject to a statutory hold period in accordance with applicable securities laws. In addition, 2,837,684 of the Shares are subject to the 12-month lock-up in accordance with the terms of the Agreement.

**Item 5. Full Description of Material Change**

See the news releases attached as Schedule "A" and Schedule "B" hereto.

**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: Darryl Jones, President, CEO and Director  
Telephone: 604-440-8474

**Item 9. Date of Report**

October 11, 2023.

**Schedule "A"**

News Release dated September 25, 2023  
(See attached)



## Alpha Copper Announces Definitive Agreement to Acquire Okeover Project

VANCOUVER, British Columbia, Sept. 25, 2023 -- Alpha Copper Corp. (CSE: ALCU) (OTC: ALCUF) (FWB: PP0) ("**Alpha Copper**" or the "**Company**"), a resource sector enterprise founded to create value through mineral exploration, technical development, and asset acquisition, is pleased to announce that it has entered into a definitive agreement (the "**Agreement**") with Northwest Copper Corp. (the "**Seller**"), pursuant to which it proposes to acquire a 100% undivided legal and beneficial interest in the Okeover Copper (molybdenum) Project (the "**Okeover Project**"), which encompasses twelve (12) mineral claims comprising approximately 4,613 hectares located in the Province of British Columbia (the "**Acquisition**").

Pursuant to the Agreement, the Company has agreed to issue to the Seller that number of common shares of the Company (the "**Shares**") having an aggregate value of \$500,000 at a deemed price per Share equal to the current market price, to be calculated in accordance with the terms of the Agreement. One-half (50%) of the Shares will be subject to a 12-month lock-up and the Seller has agreed not to sell, dispose of or otherwise transfer the Shares until released from lock-up. The Seller has granted the Company an irrevocable right of first refusal to repurchase the Shares should the Seller decide to sell them in the future. In addition, the Company granted to the Seller a 2% net smelter returns royalty on the Okeover Project (the "**Royalty**") subject to the Company's buyback option of one-half (1%) of the Royalty for an aggregate consideration of \$1,000,000. The Shares will also be subject to a statutory hold period in accordance with applicable securities laws. Closing of the Acquisition remains subject to the satisfaction or waiver of various closing conditions, including the receipt of all necessary regulatory approvals, including acceptance by the Canadian Securities Exchange.

**About Alpha Copper Corp.** (CSE: ALCU) (OTC: ALCUF) (FWB: PP0)

Alpha Copper is focused on contributing to the green economy by finding and developing copper resource assets in stable jurisdictions. The Company is positioned to earn a 60-per-cent interest in the Indata copper-gold project located in north-central British Columbia. After the acquisition of Cavu Energy Metals, the Company holds an option to acquire 100% of the Star copper-gold porphyry project in the Golden Triangle of British Columbia, as well as an option to acquire up to 70% of the Hopper copper-gold porphyry project in the southern Dawson Range copper-gold belt of the southwestern Yukon, and further including the 100% owned Quesnel project in the middle of the Quesnel Trough, host to a number of alkalic copper-gold porphyry deposits running northwest across western British Columbia.

For more information visit <https://alphacopper.com/>.

On Behalf of the Board of Directors of Alpha

~Darryl Jones~

Darryl Jones  
CEO, President & Director  
Alpha Copper Corp.

### Contact Alpha Copper

Invictus Investor Relations  
+1 (604) 343.8661  
[walter@invictusir.com](mailto:walter@invictusir.com)

### Cautionary Note Regarding Forward-Looking Statements

This news release contains forward-looking statements and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this news release are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include but are not limited to market conditions and the risks detailed from time to time in the filings made by the Company with securities regulators. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements as expressly required by applicable law.

**Schedule "B"**

News Release dated October 11, 2023  
(See attached)



## Alpha Copper Announces Acquisition of Okeover Project

VANCOUVER, British Columbia, Oct. 11, 2023 -- Alpha Copper Corp. (CSE: ALCU) (OTC: ALCUF) (FWB: PP0) ("**Alpha Copper**" or the "**Company**"), a resource sector enterprise founded to create value through mineral exploration, technical development, and asset acquisition, is pleased to announce that, further to its news release on September 25, 2023, it has acquired the Okeover Copper (molybdenum) Project (the "**Okeover Project**") from Northwest Copper Corp. (the "**Seller**").

The Company now holds a 100% undivided legal and beneficial interest in the Okeover Project, which encompasses twelve (12) mineral claims comprising approximately 4,613 hectares located in the Province of British Columbia. As consideration, the Company issued 5,675,369 common shares (the "**Consideration Shares**") to the Seller at a deemed price of \$0.0881 per Consideration Share for an aggregate value of approximately \$500,000. The Consideration Shares are subject to a statutory hold period in accordance with applicable securities laws. In addition, 2,837,684 of the Consideration Shares are subject to a 12-month lock-up. Additional details concerning the acquisition are available in the Company's news release dated September 25, 2023.

**About Alpha Copper Corp.** (CSE: ALCU) (OTC: ALCUF) (FWB: PP0)

Alpha Copper is focused on contributing to the green economy by finding and developing copper resource assets in stable jurisdictions. The Company is positioned to earn a 60-per-cent interest in the Indata copper-gold project located in north-central British Columbia. After the acquisition of Cavu Energy Metals, the Company holds an option to acquire 100% of the Star copper-gold porphyry project in the Golden Triangle of British Columbia, as well as an option to acquire up to 70% of the Hopper copper-gold porphyry project in the southern Dawson Range copper-gold belt of the southwestern Yukon, and further including the 100% owned Quesnel project in the middle of the Quesnel Trough, host to a number of alkalic copper-gold porphyry deposits running northwest across western British Columbia.

For more information visit <https://alphacopper.com/>.

On Behalf of the Board of Directors of Alpha

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CEO, President & Director  
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