

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Canadian Copper Inc. (the “Company”)
82 Richmond St E.
Toronto, ON M5C 1P1

Item 2 Date of Material Change

January 29, 2024; and January 31, 2024.

Item 3 News Release

News releases dated January 30 and February 1, 2024 were disseminated via Newswire and filed on SEDAR+ with the securities commissions of Alberta, British Columbia, New Brunswick and Ontario.

Item 4 Summary of Material Change

- (a) On January 29, 2024 the Company obtained an unsecured Credit Facility with Ocean Partners UK Limited of up to US\$1.5 Million to be used to satisfy the replacement of the environmental bond on Murray Brook with the New Brunswick Government. The Company issued 2,222,222 common shares to Ocean Partners UK Limited valued at \$0.09 per common share as interest on the credit facility.
- (b) Simon Quick, CEO and director, has made an unsecured loan facility to the Company of up to \$350,000 at an interest rate of 7.20% per annum. The proceeds of the loan were used to finalize the cash components of the Murray Brook acquisition and closing transaction expenses.
- (c) On January 31, 2024, the Company finalised the acquisition of MetalQuest Mining Inc.'s 28.2% undivided stake in the Murray Brook property. The Company paid a total of \$300,000; 2,500,000 units with each unit consisting of one common share and one purchase warrant exercisable for 5 years at \$0.125/share; and a 0.33% net smelter royalty on the Murray Brook property.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

- (a) The Company secured a Credit Facility from Ocean Partners UK Limited for an aggregate amount of up to US\$1,500,000 for a period of one year with a single draw available following satisfaction of customary conditions precedent by the Company. Interest on the Credit Facility will be 10% per annum paid on execution of the Credit Facility. The interest payment consideration will be Company common shares at a fixed rate totaling 2,222,222 at a price of \$0.09 per share.

The purpose of the Credit Facility is to satisfy the final Murray Brook acquisition condition from the Votorantim purchase agreement and replace an existing C\$2,000,000 environmental bond with the New Brunswick Government.

- (b) Simon Quick, CEO and director, has made an unsecured loan facility to the Company of up to \$350,000 at an interest rate of 7.20% per annum. The Board of Directors has determined this is in the best interest of the Company and are reasonable commercial terms. Mr. Quick has personally secured the lending facility at an interest rate of 7.20% per annum and is not earning any interest from this facility. The proceeds of the loan were used to finalize the cash components of the Murray Brook acquisition and closing transaction expenses. The loan constitutes a "related party transaction" under the Multilateral Instrument 61-101, *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is relying upon the

exemptions from the minority shareholder approval requirements of MI 61-101. The transaction is exempt from the minority approval requirement on the basis that according to Section 5.7(1)(f) the loan is made on reasonable commercial terms that are not less advantageous to the Company than if the loan was obtained from a person dealing at arm's length and does not deal with securities of the Company.

- (c) On January 31, 2024, the Company executed a definitive purchase agreement and satisfied all remaining acquisition conditions for MetalQuest Mining Inc.'s ~28% interest in the Murray Brook project. This now completes Canadian Copper's purchase of the 100% ownership of the Murray Brook project.

Murray Brook has a new resource estimate prepared in accordance with the requirements of Canadian National Instrument 43-101 – Standards of Disclosure for Mineral Projects (“NI 43-101”) of +21 million tonnes containing +670 million in-situ pounds copper equivalent. The mineralization forms a coherent massive sulphide deposit hosted within a sheath fold; enveloped by chlorite-sericite alteration as a halo. There are two distinct lenses to the deposit; a western lens which is deeper and zinc-rich and an eastern lens that is shallower and copper-rich with some zinc. The bottom of the deposit is approximately 350 meters below surface. This large 18 million tonne deposit is strategically situated within 10km of a well-maintained concentrator facility and sits between two previous mining operations.

Below are the terms of the MetalQuest acquisition:

1. A C\$100,000 deposit paid to Seller upon signing LOI;
2. A C\$200,000 paid by the Company to the Seller upon execution of the purchase agreement;
3. The issuance of 2,500,000 units of Canadian Copper. Each unit to consist of one common share priced using the 30-day volume-weighted average price (“VWAP”) ending on the date immediately before the closing of the PA (“Unit Price”) with a four month hold period plus one day after which, 25% of the total units shall be released to MetalQuest every three months (a “quarter”) resulting in 100% of the units being released to MetalQuest after four (4) quarters from the conclusion of the initial hold period, and one full warrant exercisable for five years at an exercise price that is a 150% premium to the Unit Price;
4. A 0.33% net smelter return (“NSR”) royalty on the MB asset. 50% of NSR can be repurchased by the Company for C\$1.0 M; and
5. A final installment of C\$1,000,000 to be paid by the Company to the Seller within 31 days of commercial production.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Simon Quick
Chief Executive Officer
(905) 220-6661

Item 9 Date of Report

February 7, 2024