

## 51-102F3 Material Change Report

### Item 1 Name and Address of Company

**COPPERBANK RESOURCES CORP. (the “Company”)**  
2706 – 1011 West Cordova Street  
Vancouver, BC V6C 0B2  
Canada

### Item 2 Date of Material Change

February 24, 2017

### Item 3 News Release

NR #17-02 dated February 24,2017 was disseminated by Accesswire

### Item 4 Summary of Material Change

The Company Issues Stock Options, Issues Shares for Debt and Announces Loan

### Item 5 Full Description of Material Change

**The Company announces that it has granted an aggregate of 6,650,000 incentive stock options (the “Options”), with an exercise price of \$0.10, to Officers, Directors, Consultants and Advisors. The Options can be exercised for a period of five years from the date of grant, are subject to the policies of the Canadian Securities Exchange and contain vesting provisions whereby 25% of the Options vest six months from date of grant and 25% every six months thereafter.**

**The Company also announces that Executive Chairman, Gianni Kovacevic, is loaning the company \$400,000 on a convertible basis, for a period of up to two years from today’s date. When the loan is satisfied it will be facilitated by way of private placement into shares of the company at a deemed value of \$0.08 per share. There is no collateral or covenants for this loan, nor any fees, interest, warrants or bonus shares being paid to Mr. Kovacevic. Proceeds will be used for general working capital and to assist in the further evaluation of potential work programs at the company’s three 100% controlled projects.**

**The Company also announces that a total of CDN \$90,000 owed to company management and one consultant has been settled in common shares in the company at a deemed price of 0.10 per share. A total of 900,000 shares will be issued to settle this amount and will have a four month hold from date of issuance. The convertible loan and shares for debt arrangements are subject to Canadian Securities Exchange approvals and policies.**

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

This report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

### Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

**Item 8 Executive Officer**

The following officer of the Company is knowledgeable about the material change disclosed in this report: Gianni Kovacevic, Executive Chairman, Tel: (604) 889-0852

**Item 9 Date of Report**

February 24, 2017