

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

1. Name and Address of Company

CopperBank Resources Corp. (the “**Company**”)
Suite 1500, 409 Granville Street
Vancouver, BC V6C 1T2

2. Date of Material Change

October 15, 2021

3. News Release

A news release with respect to the material change referred to in this report was disseminated on October 15, 2021 and filed on the System for Electronic Document Analysis and Retrieval (SEDAR).

4. Summary of Material Change

CopperBank Shareholders Overwhelmingly Approve Long Term Incentive Plan at Special Meeting

5. Full Description of Material Change

The Company announced that earlier today shareholders of Copperbank voted at the special meeting of shareholders to approve the long term incentive plan of the Company, as further described in the management information circular of the Company dated September 14, 2021, with approximately 98% of votes cast in favour of the new long term incentive plan.

The Company also announced key appointments to the senior leadership team. Graham Richardson, Thomas Bissig and Zach Allwright will be joining the leadership team as Chief Financial Officer, Vice President of Exploration, and Vice President of Projects and Evaluations, respectively.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For further information, please contact:

Paul Harbidge
President and Chief Executive Officer

CopperBank Resources Corp.
Phone: 778-987-2761
Email: pharbidge@copperbankcorp.com

9. Date of Report

October 15, 2021



CSE: CBK

FSE: 9CP

OTC: CPPKF

FOR IMMEDIATE RELEASE

October 15, 2021
(CBK 2021– NR #13)

CopperBank Shareholders Overwhelmingly Approve Long Term Incentive Plan at Special Meeting; Leadership Team Additions Announced

October 15, 2021 – Vancouver, British Columbia - CopperBank Resources Corp. (“**CopperBank**” or the “**Company**”) (CS: CBK) is pleased to announce that earlier today shareholders of Copperbank voted at the special meeting of shareholders (the “**Meeting**”) to approve the long term incentive plan of the Company (the “**LTIP**”), as further described in the management information circular of the Company dated September 14, 2021, with approximately 98% of votes cast in favour of the new LTIP. Additionally, the company is pleased to announce key appointments to the senior leadership team.

As previously announced in the Company’s September 2, 2021 press release, the board of directors of CopperBank approved grants of 9,650,000 stock options to eligible participants under the LTIP, which grant was subject to the approval of the LTIP by shareholders. The grant, which will be effective as of today’s date, permits each holder to purchase one common share of the Company for each option held at a price of \$0.40 for a period of three years.

Leadership Team Appointments

The Company is also pleased to announce that Graham Richardson, Thomas Bissig and Zach Allwright will be joining the leadership team as Chief Financial Officer, Vice President of Exploration, and Vice President of Projects and Evaluations, respectively. Paul Harbidge, President and Chief Executive Officer, commented, “I am very excited to welcome Graham, Thomas and Zach to the CopperBank team as we work on advancing our exciting copper projects in the world-class mining districts of Arizona and Nevada. It is a testament to the quality of the projects that we have been able to attract three key senior individuals and I look forward to leveraging their experience and expertise as we work to unlock the value inherent in the CopperBank portfolio.”

Mr. Graham Richardson joined the Company on October 15, 2021, as Chief Financial Officer and is a Canadian CPA with over 10 years of finance experience in the mining sector and a proven track record of adapting and partnering with various levels of organizations to achieve desired outcomes. In his most recent role as Senior Director, Finance and Accounting at Fortuna Silver Mines Inc., Mr. Richardson was closely involved in the financial due diligence and integration activities in connection with the acquisition of Roxgold, while also being responsible for the delivery of the quarterly reports and oversight of the finance function and Vancouver Corporate Office. Previously, he was the Assistant Controller, North America at Newmont, following the acquisition of Goldcorp in April 2019. Prior to his role with Newmont, he was the Director, Finance Performance Management at Goldcorp after joining in 2016 and holding progressively senior finance roles within the organization. Mr. Richardson started his career with Deloitte Touche Tohmatsu Limited in their mining practice in Vancouver, and subsequently Melbourne, where he gained

diverse experience working with operations across Canada, Australia, USA, Mexico and West Africa. Mr. Richardson has a Bachelor of Commerce in Accounting from the University of British Columbia, Sauder School of Business.

Dr. Thomas Bissig joined the Company on October 1, 2021, as the Vice President of Exploration. Dr. Bissig is a geologist and geochemist with more than 23 years of experience in exploration and applied research on porphyry and epithermal deposit types across the Americas. He most recently worked as a consulting geoscientist providing services ranging in scale from orebody knowledge to regional exploration. From March 2017 to February 2020 he held the position of Director, Geochemistry for Goldcorp/Newmont providing subject matter expertise to exploration teams across the Americas. From 2008 to 2017 he was a senior research associate at the Mineral Deposit Research Unit at the University of British Columbia (Vancouver, Canada) where he was responsible for multiple gold and copper research programs and exploration, focused in the Andes, British Columbia, Nevada and Eastern Europe. Dr. Bissig was also a Professor at the Universidad Catolica del Norte in Antofagasta, Chile from 2004 to 2007 after graduating in 1997 from the Swiss Federal Institute of Technology (ETH) in Zürich with a diploma in Earth Sciences. Dr. Bissig carried out his PhD research at Queen's University in Kingston (Ontario, Canada) on the metallogeny of the El Indio epithermal belt in Chile and Argentina, graduating in 2001.

Mr. Zach Allwright joined the company on October 15, 2021, as the Vice President of Projects and Evaluations. He is a skilled mining professional with 15 years of diversified international experience, specializing in asset optimization and technical evaluations. In his most recent role as Director, North America for Mining Plus Consulting (part of the Byrncut Group from Australia), he successfully delivered an extensive range of technical studies and asset evaluations in team environments. Notable engagements include the delivery of technical advisory to GT Gold (supporting the subsequent acquisition by Newmont in May 2021), facilitating the mining technical due diligence for Goldcorp culminating in the Newmont/Goldcorp merger in April 2019, leading the transformation of Lac Des Illes mine through the implementation of sub-level caving 2015-2018 and advancing the Pumpkin Hollow (Nevada Copper) project from an optimized concept to first production between 2016 and 2018. Mr. Allwright (P.Eng) holds a Mining Engineering degree from the Western Australian School of Mines and an MBA from Curtin Graduate School of Business.

About CopperBank

CopperBank is a Canadian exploration company focused on advancing two copper projects in The United States of America. The Company trades on the Canadian Securities Exchange under the symbol "CBK".

For additional information please contact:

Paul Harbidge, President and Chief Executive Officer

CopperBank Resources Corp.
Suite 1500, 409 Granville Street, Vancouver, BC V6C 1T2

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E-mail: pharbidge@copperbankcorp.com
Website: www.copperbankcorp.com