

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

ITEM 1: NAME AND ADDRESS OF COMPANY

District Copper Corp.
142-1146 Pacific Blvd.
Vancouver, BC
V6Z 2X7

ITEM 2: DATE OF MATERIAL CHANGE

November 25, 2021

ITEM 3: PRESS RELEASE

November 23, 2021

ITEM 4: SUMMARY OF MATERIAL CHANGE

District Copper Closes a Non-Brokered Private Placement

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

5.1 Full Description of Material Change

For a full description of the material change, please refer to the press release of the corporation dated November 23, 2021, attached hereto as Schedule "A".

5.2 Disclosure for Restructuring Transactions

Not applicable.

ITEM 6: RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7: OMITTED INFORMATION

N/A

ITEM 8: EXECUTIVE OFFICER

Jevin Werbes – President and CEO; 604-620-7737

ITEM 9: DATE OF REPORT

November 25, 2021



142 – 1146 Pacific Blvd.,
Vancouver, British Columbia V6Z 2X7 Canada
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NEWS RELEASE

TSX-V: DCOP

November 23, 2021

DISTRICT COPPER CLOSES A NON-BROKERED PRIVATE PLACEMENT

Vancouver, B.C. – November 23, 2021 – District Copper Corp. (“District Copper”) (TSXV: DCOP – OTC: CAXPF) is pleased to announce that it has closed the non-brokered private placement announced in its news release of November 3, 2021 for gross proceeds of CDN\$430,000.

The non-brokered private placement closed on November 22, 2021 and consisted of the placement of 4,300,000 units at a price of \$0.10 per unit. Each unit was comprised of one share and one transferrable share purchase warrant with one full warrant entitling the holder to purchase one additional share of the Company at a price of \$0.15 per share for a period of two (2) years following the date of closing.

As compensation for the placement of the units, District Copper paid a cash finder’s fee of \$350 calculated at 7% of the amount placed by one finder.

All securities issued by District Copper pursuant to the offering have been issued subject to a four month hold period expiring March 23, 2022.

About District Copper

District Copper is a Canadian company previously engaged in exploration for porphyry copper-gold-molybdenum deposits in northwestern British Columbia and since 2018 in the exploration of the Stony Lake property in Newfoundland.

For further information, please visit the website at www.districtcoppercorp.com to view the Company's profile or contact Jevin Werbes at 604-620-7737.

"Jevin Werbes"

Jevin Werbes, President & CEO

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.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities described herein in the United States. The securities described in this news release have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. This news release is not for distribution in the United States or over United States newswires.

Cautionary Statement on Forward Looking Statement

Information contained in this news release, including information as to strategy, projects, plans or future financial or operating performance and other statements that express management's expectations or estimates of future performance, constitute "forward looking statements". Actual results may differ materially from those indicated by such statements. All statements, other than historical fact, included herein, including, without limitations statements regarding future production, are forward-looking statements that involve various 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. Forward-looking information in this news release includes, but is not limited to, statements about the exploration program at the Stony Lake project.

A more complete discussion of the risks and uncertainties facing District Copper is disclosed in District Copper's continuous disclosure filings with Canadian securities regulatory authorities at www.sedar.com. All forward-looking information herein is qualified in its entirety by this cautionary statement, and District Copper disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by law.