

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of the Company

District Copper Corp. (the “Company”)
Suite 700 - 838 West Hastings St.,
Vancouver, British Columbia
V6C 0A6

Item 2 Date of Material Change

November 17, 2025

Item 3 News Release

A news release with respect to the material change referred to in this report was disseminated by Stockwatch Canada on November 18, 2025, and subsequently filed on SEDAR+.

Item 4 Summary of Material Change

On November 18, 2025, District Copper Corp. announced that, further to its news release dated October 8, 2025, it has closed a first tranche of its private placement raising gross proceeds of \$193,750 through the issuance of 2,583,334 units at a price of \$0.075 per unit (“Unit”). Each Unit consists of one share and one transferable share purchase warrant (“Warrant”), with each Warrant being exercisable at a price of \$0.12 for period of 2 years from the date of issuance. In circumstances where, at any time after the expiry of the four month hold period, the Company’s stock trades at \$0.20 or greater for 20 consecutive trading days, District Copper may give notice accelerating the expiry date of the exercise period of the Warrants to that date which is 10 days from the date of such notice.

Item 5 Full Description of Material Change Particulars of the Arrangement

On November 18, 2025, District Copper Corp. announced that, further to its news release dated October 8, 2025, it has closed a first tranche of its private placement raising gross proceeds of \$193,750 through the issuance of 2,583,334 units at a price of \$0.075 per unit (“Unit”). Each Unit consists of one share and one transferable share purchase warrant (“Warrant”), with each Warrant being exercisable at a price of \$0.12 for period of 2 years from the date of issuance. In circumstances where, at any time after the expiry of the four month hold period, the Company’s stock trades at \$0.20 or greater for 20 consecutive trading days, District Copper may give notice accelerating the expiry date of the exercise period of the Warrants to that date which is 10 days from the date of such notice.

The funds will be used for general working capital purposes, exploration on the Company’s 100% owned Copper Keg project in BC and potential new acquisition/option opportunities.

In connection with the private placement, the Company paid a cash finder’s fee in the amount of \$5,700 to EMD Financial Inc. as well as issued 76,000 finder’s warrants and paid an administrative fee of \$5,000. The securities issued as part of this private placement are subject to a regulatory hold period expiring on March 18, 2026.

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

Jevin Werbes
Chief Executive Officer
Telephone: 1.604.363.2506

Item 9 Date of Report

November 20, 2025