

**FORM 51-102F3
Material Change Report**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF
NATIONAL INSTRUMENT NO. 51-102**

- Item 1.** **Reporting Issuer**
- Copper Road Resources Inc. (formerly Stone Gold Inc.) (the “Company”)
82 Richmond Street East
Toronto, Ontario M5C 1P1
- Item 2.** **Date of Material Change**
- A material change took place on September 22, 2022.
- Item 3.** **News Release**
- On September 22, 2022, a news release attached as Schedule “A” in respect of the material change was disseminated by the Company.
- Item 4.** **Summary of Material Change**
- The material change is described in the news release attached as Schedule “A”.
- Item 5.** **Full Description of Material Change**
- The material change is described in the news release attached as Schedule “A”.
- Item 6.** **Reliance on subsection 7.1(2) of National Instrument 51-102**
- The report is not being filed on a confidential basis.
- Item 7.** **Omitted Information**
- No information has been omitted.
- Item 8.** **Executive Officer**
- John Timmons
President & Chief Executive Officer
Tel: 416-931-2243
- Item 9.** **Date of Report**
- September 27, 2022.

SCHEDULE "A"

COPPER ROAD RESOURCES ANNOUNCES THE ADDITION OF MICHAEL WARING AND MATTHEW REES TO THE BOARD OF DIRECTORS

TORONTO, ONTARIO – SEPTEMBER 22, 2022 – Copper Road Resources Inc. (TSX-V: CRD) ("Copper Road" or the "Company") announces Board of Director changes.

Mr. Gerald Riverin and Mr. Morgan Quinn have tendered their resignations to the Board of Directors of Copper Road. The Company wishes to thank both parties for their lengthy service and contributions to the Company.

The Company has appointed Michael Waring (CFA) and Matthew Rees (M.Sc., P. Geo) to the Board of Directors effective immediately.

Michael Waring:

Mr. Waring graduated from McGill University with a BA degree in Physical Geography followed by an MBA degree from the University of Western Ontario.

After spending three years working at Wood Gundy as a research analyst and earning a CFA designation, Michael was hired by Knight Bain Seath and Holbrook (KBSH), an institutional money manager for corporate pension plans and other endowment funds. While there, for the ten years from 1990 to 2000, Michael's small/mid cap fund had a compound annualized return of 32% in Canadian equities and grew from an initial \$20 million to \$1.2 billion.

After fifteen years at KBSH, Michael left in 2000 to start Galileo Global Investment Advisors to manage both institutional and retail mutual funds.

Michael has been actively involved in charitable work in Vietnam and Cambodia building schools, houses, clean water supplies and other community support both privately and through Plan Canada and his charitable foundation, Kids in Class.

Mr. Waring states "I am delighted to be joining the board of Copper Road Resources and look forward to helping unlock the full potential of this district-scale project located northwest of Sault St. Marie."

Matthew Rees:

Mr. Rees has worked with Iamgold since 2012. He was Manager of New Opportunities from 2012-2018 and has served as Chief Geologist from 2018-Present. Mr. Rees previously worked with Noranda-Falconbridge from 1989-2006 and with various junior explorers from 2006-2012. He graduated from the University of Saskatchewan with a B.Sc. Geology (1989) and M.Sc. Geology (1992).

Mr. Rees states "I am honored to be asked to join the board of Copper Road Resources and will strive to help the team in their ongoing exploration efforts to delineate additional copper mineralization beneath the project's extensive land holdings on the Mamainse Peninsula. The search for the potential parental intrusive source, or sources, of the widespread copper mineralization across the property is underway this fall, and we are looking forward to seeing the results of our target validation program involving both new surface geochemical surveys, and the assessment and modelling of newly identified geophysical targets in the historical data. This will lead to the planned drill testing of the initially validated targets in early 2023."

John Timmons President/CEO and Director comments "We are pleased to welcome Mr. Waring and Mr. Rees to the Copper Road Team. Both individuals add high level expertise and value in capital markets and

economic geology respectively and we look forward to their ongoing contributions as we advance our copper projects north of Batchewana Bay.”

The Company will launch a new website reflecting the name change from Stone Gold Inc. to Copper Road Resources Inc. within the next few weeks.

For further information, please contact:

Mr. John Timmons

President/CEO and Director

Copper Road Resources Inc.

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Copper Road Resources Inc. is a Canadian based explorer engaged in the acquisition, exploration and evaluation of properties for the mining of precious and base metals. The Company is exploring for large copper/gold deposits on the 21,000-hectare Batchewana Bay Project 80 km. north of Sault St. Marie, Ontario, Canada.

Caution Regarding Forward-Looking Information

This news release contains forward-looking information that involves substantial known and unknown risks and uncertainties, most of which are beyond the control of Copper Road. Forward-looking statements include estimates and statements that describe Copper Road Resource’s future plans, objectives or goals, including words to the effect that Copper Road Resources or its management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to Copper Road Resources, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, the Company’s objectives, goals or future plans, statements, details of the exploration results, potential mineralization, Copper Road Resource’s treasury, management team and enhanced capital markets profile, the estimation of mineral resources, exploration and mine development plans, timing of the commencement of operations and estimates of market conditions.

Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, failure or inability to complete the Offering on disclosed terms or at all, regulatory approval processes, failure to identify mineral resources, delays in obtaining or failures to obtain required governmental, regulatory, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company’s public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Copper Road Resources disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.
