

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

ITEM 1. NAME AND ADDRESS OF COMPANY

QC Copper and Gold Inc. (the "**Company**")
55 University Avenue, Suite 1805
Toronto, Ontario, M5J 2H7

ITEM 2. DATE OF MATERIAL CHANGE

October 27, 2021

ITEM 3. NEWS RELEASE

Issued on October 27, 2021 and distributed through the facilities of Canada Newswire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it closed its previously announced brokered private placement (the "**Offering**") of 11,615,000 flow-through common shares of the Company ("**FT Shares**") at a price of \$0.60 per FT Share for aggregate gross proceeds of \$6,969,000, including the full exercise of the Agents' option for 1,515,000 FT Shares.

Cormark Securities Inc. and Echelon Wealth Partners Inc. (collectively, the "**Agents**") acted as agents in connection with the Offering. As consideration for the Agents' services in connection with the Offering, the Agents received a cash commission equal to 6.0% of the gross proceeds from the Offering, excluding gross proceeds from the issue and sale of FT Shares to purchasers on a president's list for which a cash commission of 3.0% was paid to the Agents.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The material change is fully described in the October 27, 2021 news release of the Company attached hereto as Schedule "A".

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

Not applicable.

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

Contact: Stephen Stewart, Chief Executive Officer
Telephone: 416-644-1567

ITEM 9. DATE OF REPORT

November 2, 2021.

SCHEDULE "A"
NEWS RELEASE

[See attached]

QC Copper Closes \$7 Million Private Placement

/NOT FOR DISSEMINATION, DISTRIBUTION, RELEASE, OR PUBLICATION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES./

TORONTO, Oct. 27, 2021 /CNW/ - QC Copper and Gold Inc. ("**QC Copper**" or the "**Company**") (TSXV: QCCU) is pleased to announce the closing of its previously announced brokered private placement (the "**Offering**") of 11,615,000 flow-through common shares of the Company ("**FT Shares**") at a price of \$0.60 per FT Share for aggregate gross proceeds of \$6,969,000, including the full exercise of the Agents' option for 1,515,000 FT Shares. The Offering was announced on October 6, 2021 and subsequently upsized to accommodate additional demand.

Cormark Securities Inc. (the "**Lead Agent**") and Echelon Wealth Partners Inc. (collectively, the "**Agents**") acted as agents in connection with the Offering. As consideration for the Agents' services in connection with the Offering, the Agents received a cash commission equal to 6.0% of the gross proceeds from the Offering, excluding gross proceeds from the issue and sale of FT Shares to purchasers on a president's list for which a cash commission of 3.0% was paid to the Agents.

The gross proceeds from the issue and sale of the FT Shares will be used for Canadian exploration expenses and will qualify as "flow-through mining expenditures", as defined in subsection 127(9) of the *Income Tax Act* (Canada) (the "**Qualifying Expenditures**"), which will be incurred on or before December 31, 2022 and renounced to the subscribers with an effective date no later than December 31, 2021 in an aggregate amount not less than the gross proceeds raised from the issue and sale of the FT Shares. In addition, with respect to Quebec resident subscribers who are eligible individuals under the *Taxation Act* (Quebec), the Canadian exploration expenses will also qualify for inclusion in the "exploration base relating to certain Quebec exploration expenses" within the meaning of section 726.4.10 of the *Taxation Act* (Quebec). If the Qualifying Expenditures are reduced by the Canada Revenue Agency, the Company will indemnify each FT Share subscriber for any additional taxes payable by such subscriber as a result of the Company's failure to renounce the Qualifying Expenditures as agreed.

All securities issued and sold pursuant to the Offering will be subject to a four-month-and-one-day hold period in accordance with applicable Canadian securities laws. Closing of the Offering is subject to all necessary regulatory approvals including final approval from the TSX Venture Exchange.

The securities have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release does not constitute an offer to sell or a solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

For information and updates on QC Copper and Gold, please visit: www.qccopper.com and please follow us on Twitter @qccoppergold.

Neither 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 news release.

Forward-looking statements

Except for the statements of historical fact, this news release contains "forward-looking information" within the meaning of the applicable Canadian securities legislation that is based on expectations, estimates and projections as at the date of this news release. "Forward-looking information" in this news release includes information about the Company's use of proceeds of the Offering including the Company's intention to incur "flow-through mining expenditures" on the Company's properties, and expectations regarding future operations and other forward-looking information. Factors that could cause actual results to differ materially from those described in such forward-looking information include, but are not limited to, the application of the proceeds of the Offering as anticipated by management and the inability to obtain the necessary TSX Venture Exchange approval to complete the Offering. The forward-looking information in this news release reflects the current expectations, assumptions and/or beliefs of the Company based on information currently available to the Company. In connection with the forward-looking information contained in this news release, the Company has made assumptions about the Company's ability to close the Offering, that the Company's financial condition and development plans do not change as a result of unforeseen events, and that the Company will receive all required regulatory approvals, TSX Venture Exchange approval, for the Offering.

Although the Company believes that the statements and assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein. The Company does not assume any obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward-looking statements, unless and until required by applicable securities laws. Additional information identifying assumptions, risks and uncertainties relating to the forward-looking information herein is contained in the Company's filings with the Canadian securities regulators, which filings are available at www.sedar.com

SOURCE QC Copper & Gold Inc.

View original content: <http://www.newswire.ca/en/releases/archive/October2021/27/c7782.html>

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CO: QC Copper & Gold Inc.

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