

**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**

June 27, 2023

**ITEM 3. NEWS RELEASE**

Issued on June 27, 2023 and distributed through the facilities of Newsfile Corp.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company announced that it had completed the acquisition of a 100% interest in the Opemiska Project.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

**5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

The Company announced that it completed all obligations under its option agreement to acquire a 100% interest in the Opemiska Project.

As per the Company's news release on December 12, 2018, the Company and Explorateurs-Innovateurs de Quebec Inc., a private arms-length company, entered into a definitive agreement to provide the Company with a 100% interest in the Opemiska Project.

**5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS**

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**

The following senior officer of the Company is knowledgeable about the material change as well as this Material Change Report and may be contacted:

Contact: Stephen Stewart, Chief Executive Officer

Telephone: 416-644-1567

Email: [sstewart@gccopper.com](mailto:sstewart@gccopper.com)

**ITEM 9. DATE OF REPORT**

June 29, 2023