

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

Item 1: Name and Address of Company

Surge Copper Corp.
#888 – 700 West Georgia Street
Vancouver, B.C. V7Y 1G5
Telephone: 604-718-5454
Facsimile: 604-662-3791

Item 2: Date of Material Change

December 15, 2020

Item 3: News Release

The news release was disseminated on December 15, 2020 through Canada Newswire and filed on SEDAR.

Item 4: Summary of Material Change

SURGE COPPER SIGNS OPTION AGREEMENT TO ACQUIRE A 70% INTEREST IN THE BERG COPPER PROJECT FROM CENTERRA GOLD INC.

Item 5: Full Description of Material Change

See attached Schedule A

Item 6: Reliance on subsection 71(2) of National Instrument 51-102

N/A

Item 7: Omitted Information

N/A

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Shane Ebert
President & CEO
Telephone: 604-718-5454

Item 9: Date of Report

December 17, 2020

SCHEDULE A

NEWS RELEASE

SURGE COPPER SIGNS OPTION AGREEMENT TO ACQUIRE A 70% INTEREST IN THE BERG COPPER PROJECT FROM CENTERRA GOLD INC.

December 15, 2020, Vancouver, British Columbia – Surge Copper Corp. (TSXV: [SURG](#)) (“Surge” or the “Company”) has entered into a definitive option agreement (the “Option Agreement”) with Thompson Creek Metals Company Inc., a wholly owned subsidiary of Centerra Gold Inc., a TSX listed Company (“Centerra”) whereby Surge will have the right to acquire a 70% interest in the Berg copper-molybdenum-silver project through issuing C\$5 million in common shares of Surge and C\$8 million in spending commitments, in each case, over a period of up to five years. Berg hosts a large porphyry copper-molybdenum-silver deposit located in the Tahtsa Ranges in central British Columbia. The main deposit at Berg is located approximately 28km northwest of Surge’s Ootsa project on a 34,798 hectare tenement package which is contiguous with the Ootsa property. Berg is currently 100% owned by Centerra.

Dr. Shane Ebert, Chief Executive Officer of Surge, commented: *“The acquisition of Berg is highly strategic to Surge, as it solidifies the Company’s position in the district, and adds both significant, high quality historical resources, and a large, prospective land package. Surge is advancing a multitrack agenda of aggressive exploration and strategic copper district consolidation in British Columbia, and this transaction represents an important step in our path forward.”*

HIGHLIGHTS

- Definitive Option Agreement to acquire **70% interest in Berg**
- Option includes **\$5 million in share payments** to Centerra plus **\$8 million in project spending commitments** over a period of **five years**
- 2018 resource estimate (classified as historical) of **397 Mt grading 0.44% CuEq** in the Measured & Indicated categories, and **14 Mt grading 0.34% CuEq** in the Inferred category¹. A qualified person has not done sufficient work to classify the historical estimate as a current mineral resource or reserve and Surge Copper is not treating it as a current mineral resource or reserve.
- Mineralization at Berg is close to surface, exhibits excellent vertical continuity, remains open at depth and radially outward, and is notable for having a significant supergene enrichment zone
- Project is contiguous with Surge’s Ootsa property, and is located 22km northwest of the Huckleberry Mine and Mill Complex, in an area of B.C. with excellent transport, power, and water infrastructure

- Large land package with attractive pipeline of known porphyry and polymetallic hydrothermal vein targets, including 16 known magnetic anomalies developed through airborne geophysics
- Select historic drill hole highlights are shown in the table below

Table listing select historic holes drilled in 2011 by Thompson Creek Metals

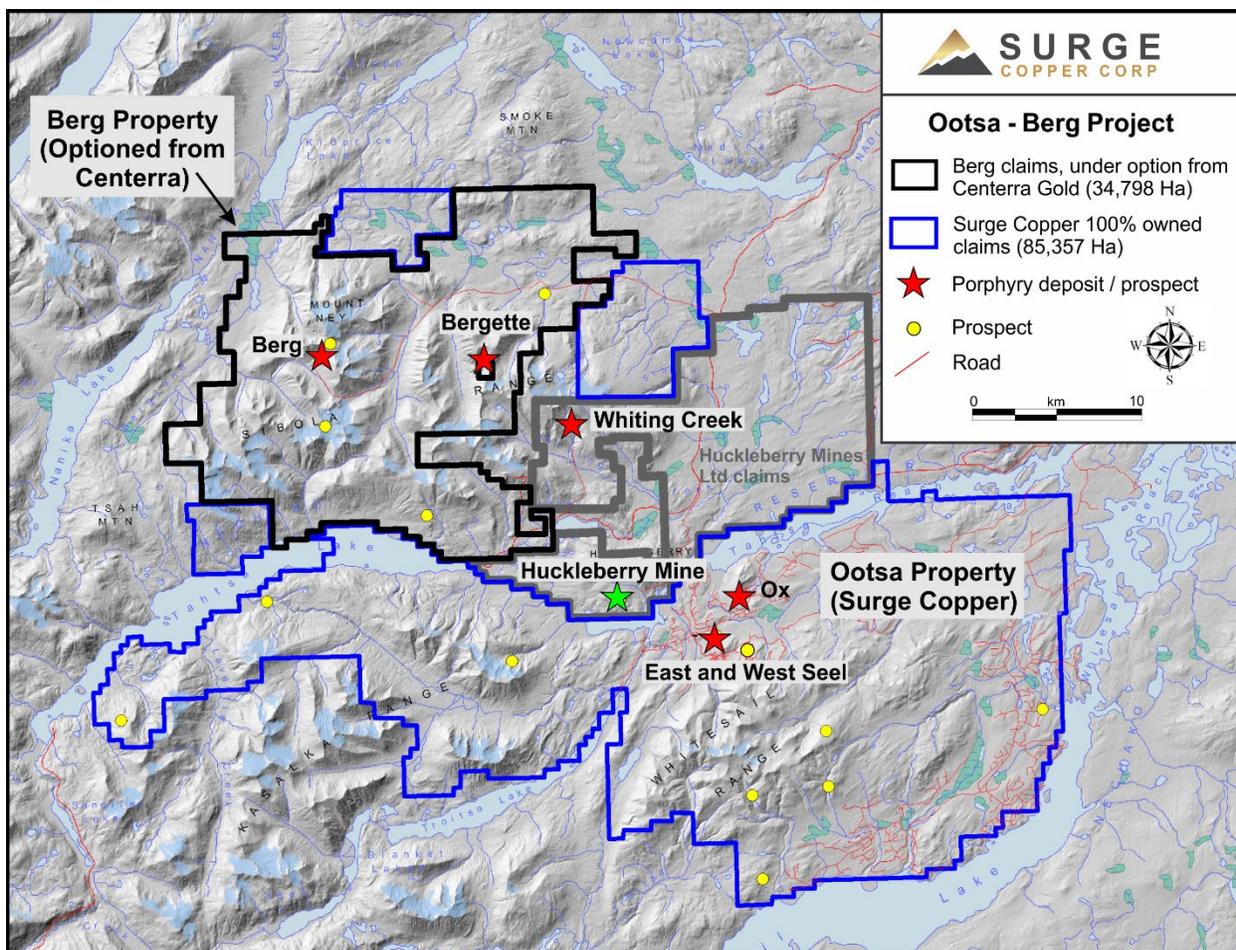
Hole	From (m)	To (m)	Interval (m)	Cu %	Mo %	Ag g/t	Cu Eq %*
BRG11-215	54.0	404.2	350.2	0.41	0.031	8.3	0.60
including	54.0	134.4	80.4	0.56	0.036	13.9	0.83
BRG11-219	6.0	69.0	63.0	0.56	0.070	60.5	1.44
BRG11-221	15.0	350.2	332.2	0.46	0.039	5.6	0.65
including	15.0	132.0	114.0	0.58	0.025	5.4	0.72
BRG11-223	27.0	178.3	151.3	0.50	0.017	4.8	0.61
BRG11-228	33.0	294.6	261.6	0.35	0.035	5.3	0.52
BRG-11-229	15.5	325.4	309.9	0.46	0.016	4.6	0.56
including	15.5	191.5	176.0	0.63	0.020	4.8	0.75

*Cu Eq. (copper equivalent) has been used to express the combined value of copper, molybdenum, and silver as a percentage of copper, and is provided for illustrative purposes only. No allowances have been made for recovery losses that may occur should mining eventually result. Calculations use metal prices of US \$3/lb copper, \$22 silver, and \$10/lb molybdenum using the formula $Cu\ Eq.\% = Cu\% + (Mo\% \times 3.33) + (Ag\ g/t \times 0.0107)$.

Details of the Berg Project

The Berg property sits immediately northwest of Imperial Metals' Huckleberry Mine and the Ootsa property sits immediately to the southeast. The Berg and Ootsa properties are adjoining on the west side and combined they cover the majority of the Seel-Huckleberry-Berg porphyry trend, having a total combined area of 120,155 hectares. Mineralization at the Berg deposit forms an annular shape around a broadly cylindrical, multi-phase intrusive stock known as the Berg Stock. The historic resources comprise two highly fractured mineralized zones in the northeast and southern portions of the annulus. Hypogene mineralization is characterized by several generations of veining, and a well-developed supergene enrichment blanket is superimposed on the hypogene mineralization.

A total of 53,754 metres over 215 holes have been completed on the deposit by prior operators including Kennecott, Placer Dome, Terrane Metals, and Thompson Creek Metals. Drilling in most areas of the Berg deposit remains wide-spaced and mineralization is open to depth and outward from the Berg Stock. The deposit has been shown to have excellent vertical continuity with significant mineralization intersected greater than 550m below surface.

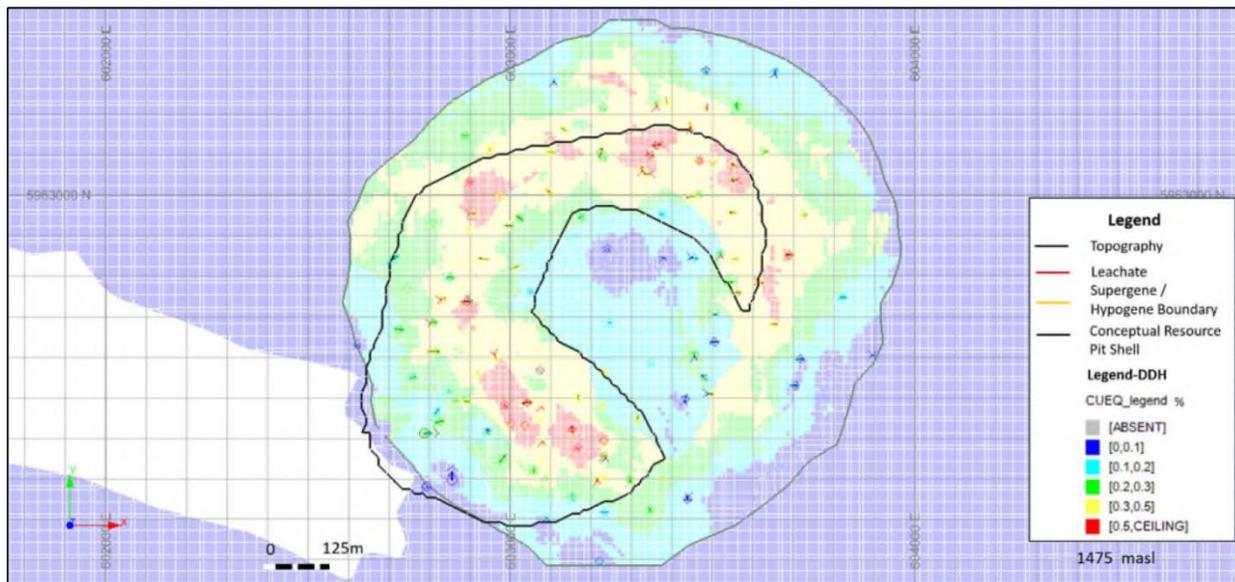


Map of the Huckleberry Mining District showing the Berg claims optioned from Centerra Gold and Surge Copper’s 100% owned Ootsa property.

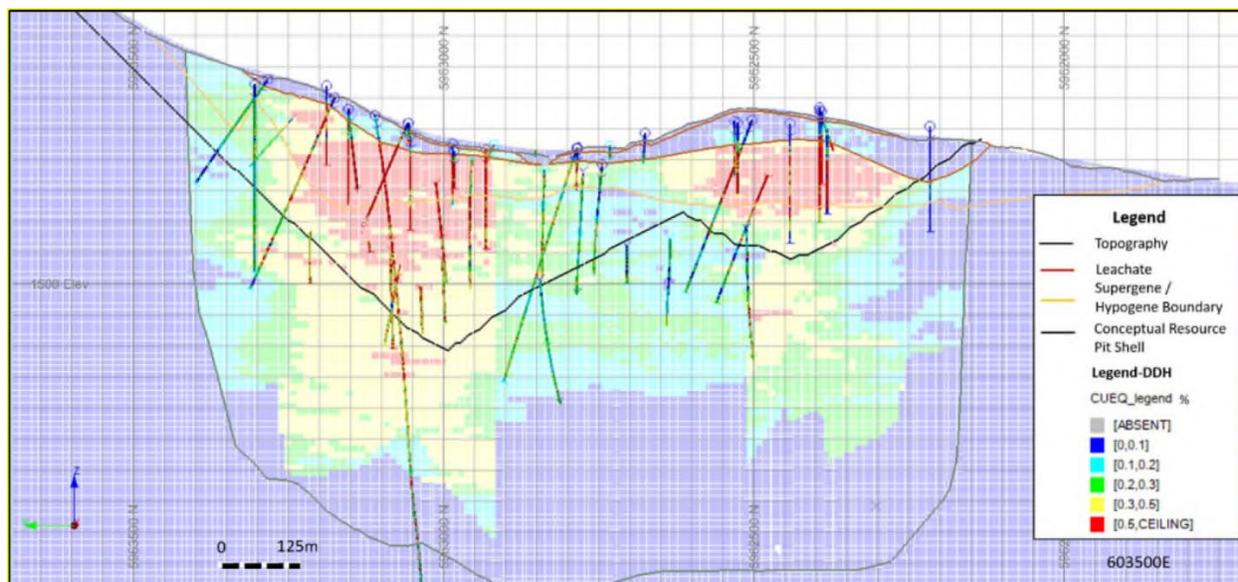
Numerous metallurgical test programs have been conducted on mineralization at Berg, with a focus on developing a flowsheet to produce copper and molybdenum concentrates from both supergene and hypogene composite samples. Historical work has demonstrated that conventional flotation processes, comprised of primary grinding, rougher flotation, bulk rougher concentrate regrind, and three stage bulk cleaner flotation followed by conventional copper and molybdenum separation, can be used to produce marketable copper and molybdenum concentrates.

Historical Resource for The Berg Deposit⁽¹⁾

Category	M. Tonnes	Cu %	Mo %	Ag g/t	Cu Eq ⁽²⁾	Cu (M. lbs)	Mo (M. lbs)	Ag (M. oz)	Cu Eq (M. lbs) ⁽²⁾
Measured	176	0.358	0.034	3.02	0.50	1,390.6	131.8	17.15	2,013
Indicated	220	0.270	0.033	3.08	0.41	1,310.9	161.2	21.80	2,081
Measured & Indicated	397	0.309	0.034	3.05	0.45	2,701.5	293.0	38.95	4,094
Inferred	14	0.256	0.017	4.39	0.36	79.0	5.3	1.97	118



Horizontal section through the Berg Deposit at 1475 meters above sea level showing copper equivalent grade. Source 2018 Technical Report by Tetra Tech for Thompson Creek Metals.



Vertical section 3500 E, looking East, through the Berg deposit showing copper equivalent grades. Source 2018 Technical Report by Tetra Tech for Thompson Creek Metals.

During 2021 the Company anticipates a significant drill program to confirm and expand the Berg deposit, focusing on better defining the high-grade portions of the system. Planned work will include additional metallurgical testing including on the potential recovery of rhenium, and upgrading existing infrastructure to allow for year-round exploration. The Company will also

evaluate possible transportation corridors to Ootsa, and conduct regional work focused on testing high-potential exploration targets within the large land package.

Details of the Option Agreement

Under the terms of the Option Agreement, Surge will issue to Centerra C\$4 million in Surge common shares, or 6,825,939 shares based on the 10-day volume weighted average price of C\$0.586. In addition, on each of the five anniversaries after the date of the Option Agreement, a further C\$0.2 million in Surge shares will be issued to Centerra based on the 10-day volume weighted average price at the time of issuance or such higher price as may be required by the policies of the TSX Venture Exchange (“TSXV”). The total of all share payments will equal \$5 million.

During the five year option period, Surge must incur C\$8 million in project related expenditures, with an initial C\$2 million of spending commitment over the next 24 months (C\$1 million of which is a firm commitment).

Surge has the option to accelerate any expenditures (or make cash payments to Centerra in lieu of incurring project related expenditures) and the share issuances, and therefore can accelerate the earn-in.

After the above commitments are met by Surge, the option will be deemed to have been exercised by Surge, and a 70%:30% joint venture will be formed at that time, with both parties entering into a joint venture agreement.

The Option Agreement includes additional terms which are customary for a transaction of this nature. Following the formation of the joint venture, dilution below 10% will result in a deemed surrender of a participating interest in the joint venture, and conversion of such interest to a 1.0% net smelter returns royalty. The royalty payer may at any time thereafter elect to purchase half of the royalty for C\$5 million. Closing of the transaction is subject to TSXV approval.

Blake, Cassels & Graydon LLP acted as legal counsel for the Company and Peterson McVicar LLP acted as legal counsel for Centerra with respect to the Option Agreement.

Dr. Shane Ebert P.Geo., Chief Executive Officer of Surge and a Qualified Person as defined by National Instrument 43-101, has approved the scientific and technical disclosure contained in this news release.

About Surge Copper Corp.

The Company owns a 100% interest in the Ootsa Property, an advanced stage exploration project containing the East Seel, West Seel and Ox porphyry deposits located adjacent to the open pit Huckleberry Copper Mine, owned by Imperial Metals. The Ootsa Property contains pit constrained NI 43-101 compliant resources of copper, gold, molybdenum and silver in the Measured and Indicated categories. There are 2 drills working at the project with drilling

focused on defining the extent of the large West Seel deposit and testing new targets along the Seel Trend.

ON BEHALF OF THE BOARD OF DIRECTORS

“Shane Ebert”

President and Chief Executive Officer

For Further information, please contact:
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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 contains forward-looking statements, which relate to future events. In some cases, you can identify forward-looking statements by terminology such as "will", "may", "should", "expects", "plans", or "anticipates" or the negative of these terms or other comparable terminology. All statements included herein, other than statements of historical fact, are forward looking statements, including but not limited to the Company's plans regarding the Berg Property and the Ootsa Property. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, level of activity, performance or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking-statements. Such uncertainties and risks may include, among others, actual results of the Company's exploration activities being different than those expected by management, delays in obtaining or failure to obtain required government or other regulatory approvals or financing, inability to procure equipment and supplies in sufficient quantities and on a timely basis, equipment breakdown and bad weather. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggestions herein. Except as required by applicable law, the Company does not intend to update any forward-looking statements to conform these statements to actual results.

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- 1) This resource estimate for the Berg Deposit was prepared in accordance with NI 43-101 standards and is considered by Surge management to have a high degree of reliability, however, the resource has not been verified by Surge and is considered historical in nature. A qualified person representing Surge has not done sufficient work to classify the historical estimate as a current mineral resource or reserve and Surge is not treating it as a current mineral resource or reserve. This resource was estimated for Thompson Creek Metals

Company Inc. in a 2018 Technical Report titled "Updated Technical Report and Mineral Resource Estimate on the Berg Project, British Columbia" by James Barr and John Huang of Tetra Tech Inc. The estimate is based on 201 drill holes and 51,622 metres of drilling and used ordinary Kriging interpolation constrained by an open pit using a 0.25% Cu Eq cut off.

- 2) Copper equivalent calculated by Surge management using long term consensus metal prices of US \$3/lb Cu, \$22 oz Ag, \$10 lb Mo, and assumes 100% recovery with no provision for treatment or refining costs.