

**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 20, 2021

**Item 3: News Release**

The news release was disseminated on December 20, 2021 through Canadian Newswire and filed on SEDAR.

**Item 4: Summary of Material Change**

Surge Copper Announces Appointment of Mark Wheeler as VP Projects

**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:

Leif Nilsson  
Chief Executive Officer  
Telephone: 1-647-862-7480

**Item 9: Date of Report**

December 20, 2021



PO Box 10351 888-700 West Georgia Street, Vancouver, BC, Canada, V7Y 1G5

[www.surgecopper.com](http://www.surgecopper.com)

TSX-V Trading Symbol: SURG  
OTCQX: SRGXF  
Frankfurt Trading Symbol: G6D2

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December 20, 2021

## NEWS RELEASE

### **Surge Copper Announces Appointment of Mark Wheeler as VP Projects**

**December 20, 2021, Vancouver, British Columbia – Surge Copper Corp. (TSXV: [SURG](#)) (OTCQX: [SRGXF](#)) (Frankfurt: [G6D2](#)) (“Surge” or the “Company”)** is pleased to announce the appointment of Mark Wheeler as Vice President, Projects. Mr. Wheeler will lead the Company’s various technical studies and environmental permitting efforts as the Company continues to advance its Ootsa and Berg Properties located in central British Columbia.

#### **Highlights**

- Mr. Wheeler is a Professional Mining Engineer with 17 years of diverse experience spanning operations management, leading PEA and PFS level technical studies, and playing a lead role in a successful environmental permitting process under the Canadian Federal Environmental Assessment process, including the social engagement process with multiple Indigenous Nations
- Relevant operational experience at large mining operations including Teck’s Quebrada Blanca mine in northern Chile and Barrick’s Williams Mine in Ontario
- Relevant senior corporate experience involving marketing and due diligence processes for financing and M&A

Leif Nilsson, Chief Executive Officer, commented: *“We are delighted to have Mark join Surge at this important time for the Company. With multiple critical path project activities planned and underway, including technical engineering studies, metallurgical testwork, long lead time environmental data gathering, and stakeholder engagement, Mark’s experience and proven track record will be a significant asset to Surge.”*

Mr. Wheeler is a Professional Mining Engineer with 17 years of experience in operations and senior project engineering roles. Most recently, Mr. Wheeler spent ten years with Treasury Metals Inc., where he led multiple technical programs including resource estimates, design inputs and project management to advance Treasury’s project from a maiden resource to a PFS level of study, and technical due diligence in support of growth-focused acquisitions. In this role, Mr. Wheeler also led the start to finish completion of a Canadian Federal EA process including all technical aspects, scoping and execution of baseline work, and engagement with multiple Indigenous Nations. Mr. Wheeler holds a B.Sc. in Mining Engineering

from Queen's University and an MBA from the Rotman School of Management at the University of Toronto.

The board has approved the grant of 200,000 options to certain employees of the Company. The options have been granted pursuant to the Company's stock option plan, and are subject to vesting provisions, have an exercise price of \$0.31 per share, and expire five years from the grant date.

### **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.

The Company is also earning into a 70% interest in the Berg Property from Centerra Gold. Berg is a large, advanced stage exploration project located 28 km northwest of the Ootsa deposits. Berg contains pit constrained 43-101 compliant resources of copper, molybdenum, and silver in the Measured and Indicated categories. Combined, the adjacent Ootsa and Berg properties give Surge a dominant land position in the Ootsa-Huckleberry-Berg district and control over four advanced porphyry deposits.

### **On Behalf of the Board of Directors**

"Leif Nilsson"  
Chief Executive Officer

For further information, please contact:  
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*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, the ability to obtain adequate financing to conduct its planned exploration programs, inability to procure labour, equipment and supplies in sufficient quantities and on a timely basis, equipment breakdown, impacts of the current coronavirus pandemic, 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.*