

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

GETTY COPPER INC.
1000 Austin Ave,
Coquitlam, BC V3K 3P1

Item 2. Date of Material Change

October 19, 2021

Item 3. News Release

The news release was issued on October 19, 2021 and was disseminated by Stockwatch.

Item 4. Summary of Material Change

Getty Copper Inc. ("Getty" or the "Company") announced that it has closed an oversubscribed private placement previously announced September 22, 2021, by issuing 3,366,000 units at a price of \$0.20 per unit for gross proceeds of \$673,200.

250,000 Units were purchased by John B Pub Ltd. a company controlled by John Lepinski a related party, director officer and greater than 10% shareholder which was 7.4% of the total private placement.

Item 5. Full Description of Material Change

Getty Copper Inc. ("Getty") (TSXV: GTC)

The Company announced it closed an oversubscribed private placement previously announced September 22, 2021, by issuing 3,366,000 units at a price of \$0.20 per unit for gross proceeds of \$673,200.

Each unit consists of 3 flow through common shares, 1 non flow through common share, 3 warrants to purchase flow through common shares and 1 warrant to purchase a non flow through common share (total 4 shares and 4 warrants price equivalent to \$.05 for each share with warrant). Each warrant is exercisable to purchase an additional common share at \$0.10 per share for a period of two years from closing subject to the Company's option to accelerate the expiry date of the warrants in the event, at any time subsequent to four months following their issuance, the closing price of the Company's common shares shall exceed \$.20 per common share for 10 consecutive trading days.

The securities issued under the private placement will be subject to a hold period expiring four months and one day from the date of issuance pursuant to the applicable Canadian securities laws and rules of the TSX Venture Exchange and relevant restrictions under the securities laws of other jurisdictions where the placees may be residents.

The Company paid finder's fees totaling \$4,800 and issued 24,000 brokers warrants to registered investment dealers in connection with the private placement with each broker warrant entitling the holder to acquire one share of the Company at a price of \$0.10 for 12 months from the date of issuance.

The purpose of the transaction was to provide financing to Getty to fund exploration programs and for general corporate purposes. The transaction with John B Pub Ltd. is exempt from the valuation requirement by Section 5.5 of MI 61-101 and from the minority approval requirement by Section 5.7 as it does not meet the 25% of market capitalization threshold. The transaction was approved by all the directors of the company including the disinterested directors.

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

John Lepinski
President
604-931-3231

Item 9. Date of Report

October 22, 2021



GETTY COPPER INC.

Trading Symbol TSX V: GTC

October 19, 2021

NEWS RELEASE GETTY COPPER INC. CLOSSES PRIVATE PLACEMENT

VANCOUVER, British Columbia (October 19, 2021) – via Stockwatch – Getty Copper Inc. (TSX-V: GTC) (“Getty” or the “Company”) is pleased to announce it has closed an oversubscribed private placement previously announced September 22, 2021, by issuing 3,366,000 units at a price of \$0.20 per unit for gross proceeds of \$673,200.

Each unit consists of 3 flow through common shares, 1 non flow through common share, 3 warrants to purchase flow through common shares and 1 warrant to purchase a non flow through common shares (total 4 shares and 4 warrants price equivalent to \$.05 for each share with warrant). Each warrant is exercisable to purchase an additional common share at \$.10 per share for a period of two years from closing subject to the Company's option to accelerate the expiry date of the warrants in the event, at any time subsequent to four months following their issuance, the closing price of the Company's common shares shall exceed \$.20 per common share for 10 consecutive trading days.

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Forward-Looking Statements

Information set forth in this news release contains forward-looking statements that are based on assumptions as of the date of this news release. These statements reflect management's current estimates, beliefs, intentions and expectations. There is no assurance that this new business product offering or other planned products will be successful. The insurance industry is intensely competitive in the business owner policy sector, and the Company's competitors have significantly more resources than the Company. Acceptance by potential customers is difficult to predict, particularly in the case of new products and disruptive technologies. If the Company fails to achieve market acceptance it will significantly impact its results and financial resources. Achieving market acceptance may require advertising budgets that exceed the Company's current resources and require the Company to seek additional debt or equity financing. There is no assurance that such financing will be available at reasonable prices or at all.

ON BEHALF OF THE BOARD OF DIRECTORS

John Lepinski, CEO

For further information please contact:

John Lepinski
GETTY COPPER INC.
Phone: 604-931-3231 Fax: 604-931-2814

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