

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

**GETTY COPPER INC.**

1000 Austin Ave,  
Coquitlam, BC V3K 3P1

(the "Company" or "Getty")

**Item 2. Date of Material Change**

December 4, 2025.

**Item 3. News Release**

The news release was issued on December 4, 2025 and disseminated through Newswire/Cision.

**Item 4. Summary of Material Change**

The Company announced closing of \$15M Brokered Subscription Receipt Financing.

**Item 5. Full Description of Material Change**

The Company announced that, further to its press release dated November 17, 2025, the Company and its proposed acquisition target, 1390120 B.C. Ltd. ("Numberco"), have closed a brokered private placement (the "Offering") of 125,000,000 subscription receipts of Getty and Numberco (collectively, the "Subscription Receipts") at a price of \$0.12 per Subscription Receipt ("Issue Price"), for gross proceeds of \$15,000,000.

The Offering was completed pursuant to an agency agreement dated December 4, 2025 (the "Agency Agreement") among Getty, Numberco, Clarus Securities Inc. ("Clarus"), Velocity Capital Partners ("Velocity", together with Clarus, the "Lead Agents") and Raymond James Ltd. (collectively with the Lead Agents, the "Agents"). The Subscription Receipts are governed by the terms of a subscription receipt agreement in respect of the Subscription Receipts of Getty and a subscription receipt agreement in respect of the Subscription Receipts of Numberco (collectively, the "Subscription Receipt Agreements"), each dated December 4, 2025 and entered among Getty, Numberco, Clarus and Computershare Trust Company of Canada in the capacity as the subscription receipt agent (the "Escrow Agent"). The gross proceeds of the Offering, less the cash portion of the Agents' commission and the Agents' expenses, have been deposited with the Escrow Agent and will remain in escrow pending satisfaction of the escrow release conditions set out in the Subscription Receipt Agreements (the "Escrow Release Conditions"), including the completion of all condition's precedent to the proposed amalgamation between Numberco and Getty's wholly owned subsidiary, 1560326 B.C. Ltd. (the "Amalgamation"). Please see Getty's press release dated November 17, 2025 for further details regarding the Amalgamation.

The proceeds of the Offering will be used to retire all of Getty's existing indebtedness (approximately \$3.7 million), continue development on the Getty mineral properties, and for general corporate purposes.

## Conversion of Subscription Receipts

Upon satisfaction of the Escrow Release Conditions, including the completion of all conditions precedent to the Amalgamation, each Subscription Receipt will automatically convert into one common share of Getty (a "Getty Share"). Completion of the Amalgamation remains subject to receipt of the final approval of the TSX Venture Exchange (the "TSX-V"). The Company continues to work collaboratively with the TSX.V to obtain all required regulatory approvals for the Amalgamation and closing of the Amalgamation is expected to occur in the near term and in any event no later than June 4, 2026 (the "Escrow Release Deadline"). If the Amalgamation has not closed on or before the Escrow Release Deadline, the proceeds of the Offering, together with any accrued interest, will be returned to subscribers in accordance with the terms of the Subscription Receipt Agreements.

## Agent Compensation

In connection with the Offering, the Issuers paid the Agents a cash commission equal to 6.0% of the gross proceeds of the Offering, for an aggregate amount of \$900,000. As additional consideration, Numberco issued 7,500,000 compensation options to the Agents, with each option entitling the holder to purchase one common share of Numberco (and following completion of the Amalgamation, one Getty Share) at the Issue Price for a period of 12 months following the issuance of the release notice by the Escrow Agent.

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

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officer**

Thomas MacNeill, CEO  
604-931-3231

**Item 9. Date of Report**

December 5, 2025.