

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Highland Copper Company Inc. (the “**Company**” or “**Highland**”)
130 King Street West
Suite 1900
Toronto, Ontario M5X 1E3

Item 2. Date of Material Change

January 12, 2026

Item 3. News Release

A news release announcing the material change described herein was disseminated on January 13, 2026, and can be found under the Company’s profile on SEDAR+ at www.sedarplus.ca.

Item 4. Summary of Material Change

On January 13, 2026, the Company announced that it has signed a definitive Membership Interest Purchase Agreement (the “**Agreement**”) with its joint venture partner, Kinterra Copper USA LLC (“**Kinterra**”), for the sale of the Company’s 34% interest in the White Pine North Project (“**White Pine**”) for aggregate consideration of approximately US\$30 million (the “**Transaction**”).

Item 5.1 Full Description of Material Change

On January 13, 2026, the Company announced that it has signed the Agreement with its joint venture partner, Kinterra, for the sale of the Company’s 34% interest in White Pine for aggregate consideration of approximately US\$30 million.

The total consideration consists of US\$18.3 million in cash, net of the outstanding principal and accrued interest on the loan made by Kinterra to the Company's wholly owned subsidiary, Upper Peninsula Copper Holdings Inc., which is expected to total approximately US\$11.7 million at closing. In addition, the parties have agreed to suspend cash calls under the White Pine joint operating agreement. The Company will not be obligated to make cash calls through closing, and any such cash calls will be recorded and allocated between Kinterra and the Company only if the transaction does not close.

Proceeds from the sale of White Pine will be used to fund the Company's planned corporate and Copperwood Project (the “**Copperwood Project**”) activities, eliminate existing debt, and streamline its overall corporate structure.

The parties intend to work towards closing of the Transaction in January 2026, with an outside date of February 27, 2026. Completion of the Transaction remains subject to customary closing conditions, including approval of the TSX Venture Exchange, as well as the discharge of various security interests held by existing streaming counterparties on White Pine and all requisite third-party consents and releases having been obtained.

Item 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

No information was omitted.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report (the “MCR”) and may be contacted:

Cybill Tsung
Chief Financial Officer
Email: Cybill.tsung@highlandcopper.com

Item 9. Date of Report

January 22, 2026

Forward-Looking Statements

This MCR contains “forward-looking statements” and “forward-looking information” (collectively “forward-looking statements”) within the meaning of applicable Canadian securities legislation. These statements include, without limitation, statements with respect to the timing of completion of the Transaction and the anticipated use of the proceeds from the Transaction. These underlying assumptions may prove to be incorrect.

Important factors that could materially impact the Company's expectations include: (i) with respect to timing for closing, that timing is subject to the receipt of necessary approvals, and settlement of contractual arrangements with third parties, which are subject to further negotiation; (ii) with respect to the total consideration, is based on an assumed closing date of January 31, 2026; and (iii) with respect to the use of proceeds, is subject to: changes in the Copperwood Project parameters as plans continue to be refined; availability of services, materials and skilled labour to complete work programs, testing and drilling; effects of regulation by governmental agencies; the fact that permit extensions, renewals and amendments are subject to regulatory approvals, which may be conditioned, delayed or denied; there is no assurance that the grant funding we have applied for will be available, and any such approval may be subject to conditions; advancement to a construction decision at the Copperwood Project is subject to additional studies, for which the Company will require additional funds, which may not be available on a timely basis and accordingly could delay a construction decision; unexpected cost increases, which could include significant increases in estimated capital and operating costs and the effects of inflation; fluctuations in metal prices and currency exchange rates; general market and industry conditions, the results of baseline studies and test work may result in unforeseen issues which could delay or hamper advancement of the project, and the other risks set out in the Company's public disclosure documents, including the AIF, filed on SEDAR+. Although the Company believes that the assumptions and factors used in preparing the forward-looking statements in this MCR are reasonable, undue reliance should not be placed on forward looking statements. All forward-looking statements in this MCR are based on information available to the Company as of the date hereof, and the Company undertakes no obligation to update forward-looking statements except as required by law.