

**FORM 51-102F3  
Material Change Report**

**Item 1 Name and Address of Company**

**Copaur Minerals Inc. (the "Company")**  
888 – 700 West Georgia Street  
Vancouver, BC V7Y 1G5  
Tel: 604-718-5454

**Item 2 Date of Material Change**

May 27, 2021

**Item 3 News Release**

News release dated May 27, 2021 disseminated in via Newsfile Corp.

A copy of the Press Release is attached as Schedule "A".

**Item 4 Summary of Material Change**

Capour Materials announced that further to the Company's news release May 14, 2021 the Company closed the non-brokered private placement consisting of 5,383,000 units ("Unit") at a price of \$0.75 per Unit to raise gross proceeds of \$4,037,250.25. The lead orders came from Crescat Portfolio Management LLC and Phoenix Gold Fund Limited.

Full Description of Material Change

**5.1 Full Description of Material Change**

For a full description of the material change, see Schedule "A".

**5.2 Disclosure for Restructuring Transactions**

Not Applicable.

**Item 5 Reliance on subsection 7.1(2) or (3) of National Instrument 51 102**

Not Applicable.

**Item 6 Omitted Information**

Not Applicable

**Item 7 Executive Officer**

Conrad Swanson, Chairman, President  
Telephone: 604-317-309

**Item 8 Date of Report**

DATED at Vancouver, BC, this 27th day of May, 2021

## SCHEDULE "A"



888-700 West Georgia, Vancouver, BC, V7Y 1G5

### **CopAur Minerals Closes Non-Brokered Private Placement**

**Vancouver, British Columbia — May 27, 2021 — CopAur Minerals Inc. (the “Company”) (CPAU:TSXV)** is pleased to announce that further to the Company’s news release May 14, 2021 the Company closed the non-brokered private placement consisting of 5,383,000 units (“Unit”) at a price of \$0.75 per Unit to raise gross proceeds of \$4,037,250.25. The lead orders came from Crescat Portfolio Management LLC and Phoenix Gold Fund Limited.

The Unit will consist of 5,383,000 Units of the Company at a price of \$0.75 and one-half of one common share purchase warrant (“Warrant”). Each full Warrant will entitle the holder thereof to purchase one common share of the Company for a two-year exercise period at a price of \$1.25 per share. All securities issued in conjunction with this private placement are subject to a hold period expiring four months plus a day after the date of issuance. Insiders participated in the private placement of the offering taking 1,423,334 Units. A portion of the Private Placement constitutes a “related party transaction” within the meaning of TSXV Policy 5.9 and Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”) adopted in the Policy. The Company intends to rely on exemptions from the formal valuation and minority approval requirements in sections 5.5(b) and 5.7(e) of MI 61-101 on the basis that the Company is not listed on any specified senior stock exchanges and that the Company is facing financial hardship and the transactions are designed to improve the Company’s financial position.

The proceeds received from this private placement will be used to advance the Williams gold and porphyry property in the Toodoggone trench area of northern BC and for general working capital.

The Company also announces that the board has approved the grant of 800,000 stock options to directors, officers, employees and consultants at an exercise price of \$0.91 per share for a term of five years from the date of the grant. The stock options were granted in accordance with the Company’s Stock Option Plan.

**About CopAur Minerals Inc.**

CPAU is an exploration company focused on advancing orogenic gold and copper porphyry targets on the William gold copper project, located within the prolific Golden Horseshoe of northern British Columbia, Canada. CopAur Minerals is ideally situated within the emerging Toodoggone District along the eastern Cordilleran gold belt, composed of the Sheep Creek, Cariboo, and Cassiar orogenic gold districts Backed by a dynamic and experienced team of resource sector professionals, including members of *Benchmark Metals Inc. (TSX-V:BNCH)* on its Advisory Board. The Williams project represents exceptional shareholder value with significant gold and copper potential.

**On Behalf Of The Board Of Directors,**

**Jeremy Yaseniuk, CEO**

For further information, please contact:

Jeremy Yaseniuk

CopAur Minerals Inc.

Telephone: 604-773-1467

Email: [jeremy@copaur.com](mailto:jeremy@copaur.com)

*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. These statements relate to future events or Company's future performance. All such statements involve substantial known and unknown risks, uncertainties and other factors which may cause the actual results to vary from those expressed or implied by such forward-looking statements. Forward-looking statements involve significant risks and uncertainties, they should not be read as guarantees of future performance or results and they will not necessarily be accurate indications of whether or not such results will be achieved. Actual results could differ materially from those anticipated due to a number of factors and risks. Although the forward-looking statements contained in this news release are based upon what management of the Company believes are reasonable assumptions on the date of this news release, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements contained in this press release are made as of the date hereof and the Company disclaims any intention or obligation to update or revised any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities regulations.*