

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**
April 25, 2023
- Item 3 News Release**
News release dated April 17, 2023 disseminated in via Newsfile Corp.
A copy of the Press Release is attached as Schedule “A”.
- Item 4 Summary of Material Change**
Copaur Minerals announced that it has closed the first tranche (the “First Tranche”) of its previously announced non-brokered private placement of up to six million units (“the Units”) at a price of \$0.50 per Unit (see news releases disseminated on March 22, and April 13, 2023 (the “Offering”). Each Unit consists of one (1) common share and one half (1/2) of one transferable common share purchase warrant (“Warrant”) of the Company. Each whole Warrant will entitle the holder to purchase one (1) common share at an exercise price of \$0.75 for twenty-four (24) months from the date of issuance.
- 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 25th day of April 2023.

SCHEDULE "A"

CopAur Announces Closing of 1st Tranche of Non-Brokered Private Placement of \$2,524,000

Not for distribution to U.S. news wire services or dissemination in the United States.

Vancouver, British Columbia — April 17, 2023 - CopAur Minerals Inc. (the "Company") (CPAU:TSXV) is pleased to announce that it has closed the first tranche (the "First Tranche") of its previously announced non-brokered private placement of up to six million units ("the Units") at a price of \$0.50 per Unit (see news releases disseminated on March 22, and April 13, 2023 (the "Offering"). Each Unit consists of one (1) common share and one half (1/2) of one transferable common share purchase warrant ("Warrant") of the Company. Each whole Warrant will entitle the holder to purchase one (1) common share at an exercise price of \$0.75 for twenty-four (24) months from the date of issuance. The First Tranche raised gross proceeds of \$2,524,000 from the sale of 5,048,000 Units. All securities issued in connection with the Offering are subject to a Canadian securities law resale restriction period expiring four (4) months from the date of issuance of the securities.

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. Existing insiders participated in the First Tranche for an aggregate amount of \$30,000, representing 1.19% of the First Tranche.

The Company has paid finders fees on the First Tranche totaling \$126,305 plus 154,910 finder warrants to acquire one common share for a period of two years at an exercise price of \$0.50 and 58,100 finder warrants to acquire one common share for a period of two years at an exercise price of \$0.75. The Company plans to proceed with a second closing of the Offering shortly.

The Offering is subject to final TSX Venture Exchange approval.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

The Company intends to use the net proceeds from the private placement for exploration purposes on Bolo and Kingsley Mountain projects in Nevada, as well as working capital requirements and other general corporate purposes.

About CopAur Minerals Inc.

CPAU is an exploration company focused on developing projects within the emerging, mineral-rich mining regions of Nevada and British Columbia. The Company is backed by a dynamic and experienced team of resource professionals advancing multiple holdings across both regions; the Kinsley Mountain Gold Property, the Bolo property and Troy Canyon property all located in Nevada and the Williams gold-copper property located in British Columbia. The Company holds a 79.99% ownership interest in the Kinsley property, a 50.01% ownership interest in the Bolo property, a 100% interest in the Troy Canyon property and a 100% ownership interest in the Williams property.

ON BEHALF OF THE BOARD OF DIRECTORS

Jeremy Yaseniuk,
Chief Executive Officer

For further information, please contact:

Jeremy Yaseniuk
CopAur Minerals Inc.
Telephone: 604-773-1467
Email: jeremyy@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 information under Canadian securities laws (referred to as forward-looking statements). These statements relate to future events or Company's future performance. Forward looking statements in this news release include references to the size and timing for completion of the Offering and the Company's plans for using the proceeds from the Offering. 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.