

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

ALTA COPPER CORP. (the “**Company**”)
Suite 801– 1112 Pender Street
Vancouver, BC, Canada, V6E 2S1

Item 2 Date of Material Change

July 22, 2024

Item 3 News Release

A news release dated July 23, 2024 was disseminated to the Toronto Stock Exchange and through various other approved public media and filed on SEDAR+ with applicable securities commissions.

Item 4 Summary of Material Change(s)

The Company announced the appointment of Dr. Robert J. McDonald as a director of the Company and reconstituted the Board of Directors with the retirement of Joanne C. Freeze, Sean Waller and Miguel Inchaustegui.

Joanne C. Freeze retired from her role as President and Chief Executive Officer of Alta Copper. Ms. Freeze will continue in a consulting role for the Company.

Mr. Bonifacio, Executive Chair of Alta Copper will assume the duties of Chief Executive Officer with the retirement of Ms. Freeze.

Dale Found will continue in his role as Vice President, Chief Financial Officer and Maria Paz Alfaro was appointed as the Corporate Secretary of the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it has appointed Dr. Robert J. McDonald as a director of the Company and reconstituted the Board of Directors (the “**Board**”) with the retirement of Joanne C. Freeze, Sean Waller and Miguel Inchaustegui.

Further to the Company’s press release of June 30, 2024, and discussions held with Fortescue Ltd. (“Fortescue”) it was mutually agreed that the Board be reconstituted to consist of the following five directors: Giulio T. Bonifacio; Steven A. Latimer; Robert J. McDonald; Andrew Hamilton (Fortescue Nominee) and Christine Nicolau (Fortescue Nominee).

Joanne C. Freeze has retired from her role as President and Chief Executive Officer of Alta Copper. Ms. Freeze will continue in a consulting role for the Company. Ms. Freeze founded Alta Copper in 2000 and over a 20-year period, led the Company’s efforts from initial discovery at Cañariaco to what is currently one of the largest copper deposits in the Americas not held by a major.

Management Appointment

Mr. Bonifacio, Executive Chair of Alta Copper will assume the duties of Chief Executive Officer with the retirement of Ms. Freeze.

Dale Found will continue in his role as Vice President, Chief Financial Officer and Maria Paz Alfaro has been appointed as the Corporate Secretary of the Company.

Majority Voting Policy

At the Company's annual general meeting of shareholders held on June 28, 2024 (the "AGM"), while all of management's nominee directors were re-elected, Joanne C. Freeze, Sean Waller, Miguel Inchaustegui and Steven Latimer (the "Withheld Vote Directors") received a greater number of withheld votes (the "Withheld Votes") than votes in favour of their election.

For each of the Withheld Vote Directors, between 87% and 99% of the Withheld Votes were cast by Nascent Exploration Pty Ltd., a wholly owned subsidiary of Fortescue. In accordance with the Company's Majority Voting Policy, each of the Withheld Vote Directors offered their resignation to the Company, to be effective upon the acceptance of such resignation by the Board, with the Withheld Vote Directors abstaining from this vote. The Company's Chair, Giulio T. Bonifacio, held several discussions with Fortescue regarding their Withheld Votes, and in consultation with Fortescue, initiated a Board reconstitution process that included the retention of Steven Latimer and the appointment of Dr. Robert J. McDonald.

The Board met with each of the Withheld Vote Directors abstaining, and in accordance with the Company's Majority Voting Policy, approved the Board as reconstituted with the resignations of Joanne C. Freeze, Sean Waller and Miguel Inchaustegui being accepted.

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

Not applicable.

Item 8 Executive Officer

Giulio T. Bonifacio, Executive Chair, Chief Executive Officer and Director

Telephone: 604 318 6760

Item 9 Date of Report

July 23, 2024