

Form 51-102F3
Material Change Report

ITEM 1 NAME AND ADDRESS OF ISSUER

Bear Creek Mining Corporation (the "Company")
1400 – 400 Burrard Street
Vancouver, British Columbia, V6C 3A6

ITEM 2 DATE OF MATERIAL CHANGE

September 20, 2019

ITEM 3 NEWS RELEASE

Issued September 20, 2019 and distributed through the facilities of Newsfile Corp.

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company announced its shares had commenced trading on the OTCQX Market in the U.S.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

On September 20, 2019 Bear Creek Mining Corporation announced it had qualified for trading on the OTCQX® Best Market in the United States, operated by OTC Markets Group Inc. and that the Company's common shares had commenced trading effective September 20, 2019 on the OTCQX Market.

Bear Creek Mining, which previously traded on the Pink market in the U.S., is now one of the roughly 190 Canadian companies that cross-trade on the OTCQX Market. While the Company will continue to trade on the TSX Venture Exchange and the Bolsa de Valores de Lima under the symbol "BCM", investors will now also have the opportunity to trade the Company's shares under the symbol "BCEKF" on the OTCQX. OTCQX is a United States trading platform that facilitates trading for online, retail and institutional investors.

McMillan LLP acted as the Company's third-party professional sponsor in respect of its OTCQX application.

Tony Hawkshaw, President and CEO of Bear Creek commented, "Owing to the OTCQX's higher qualification criteria and ongoing disclosure requirements, we believe Bear Creek's upgrade will provide the Company with the opportunity to enhance its visibility, expand its shareholder base and increase its liquidity, without the cost and regulatory duplication associated with a U.S. exchange listing. We look forward to the opportunities to enhance shareholder value we anticipate will result from this upgrade."

Investors can find current financial disclosure and Real-Time Level 2 quotes for the Company on <https://www.otcm Markets.com/stock/BCEKF/overview>.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS.

Not applicable.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7 OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8 EXECUTIVE OFFICER

Contact: Barbara Henderson, Corporate Secretary
Telephone: (604) 685-6269

ITEM 9 DATE OF REPORT

DATED at Vancouver, British Columbia, this 20th day of September 2019.