Form 51-102F3
Material Change Report

ITEM 1 NAME AND ADDRESS OF ISSUER

Bear Creek Mining Corporation (the "**Company**")
3200 – 733 Seymour Street
Vancouver, British Columbia, V6B 5J3

ITEM 2 DATE OF MATERIAL CHANGE

September 28, 2023 and October 5, 2023.

ITEM 3 NEWS RELEASE

News releases relating to the material changes were issued and disseminated via Newsfile and filed on SEDAR+ on September 28, 2023 and October 5, 2023.

ITEM 4 SUMMARY OF MATERIAL CHANGE

On September 28, 2023, the Company announced a restructuring of its current stream and debt obligations with Sandstorm Gold Ltd. and its subsidiaries (collectively, "**Sandstorm**"), effected by way of a restructuring framework agreement dated September 28, 2023 (the "**Restructuring Agreement**").

On September 28, 2023, the Company also entered into an agreement with BMO Nesbitt Burns Inc. (the "**BMO**"), pursuant to which BMO agreed to buy on a bought deal basis 27,200,000 units of the Company ("**Units**"), at a price of C$0.35 per Unit for gross proceeds of C$9.5 million (the "**Offering**").

As announced by the Company on September 28, 2023, the Company has made the final gold delivery under a gold pre-pay streaming agreement (the "**Nomad Gold Stream**"). The Nomad Gold Stream has now been completed and no further quarterly gold payments are due in respect thereof.

On October 5, 2023, the Company closed the Offering.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Restructuring Framework Agreement

On September 28, 2023, the Company and Sandstorm entered into the Restructuring Agreement whereby Sandstorm agreed to (collectively, the "**Stream Amendments**"): (i) amend the gold purchase agreement dated as of December 16, 2021 between the Company and Sandstorm, as amended, (the "**Gold Purchase Agreement**"), and (ii) cause Nomad Royalty Company Ltd. ("**Nomad**"), a wholly-owned subsidiary of Sandstorm, to amend a third amended and restated purchase and sale agreement dated as of April 21, 2022 between, *inter alios*, the Company and Nomad (the "**Nomad Purchase Agreement**"). Pursuant to the Restructuring Agreement, effective January 1, 2024, the Stream Amendments will result in the decrease of gold deliveries pursuant to the Gold Purchase Agreement from 600 ounces of gold per month to 275 ounces of gold per month (representing a reduction in stream obligations of 55%) and the suspension of silver deliveries pursuant to the Nomad Purchase Agreement until April 2028. Such suspension represents a reduction of 75,000 ounces of silver per quarter until April 2028.

As consideration for the Stream Amendments, the Company will: (i) issue approximately 28.7 million common shares of the Company ("**Common Shares**") to Sandstorm at a deemed value of C$0.27 per Common Share for an aggregate value of approximately C$7.8 million or approximately US$5.7. Such issuance is expected to bring Sandstorm's ownership interest in the Company to approximately 19.99% of the outstanding Common Shares, provided that, pursuant to the Restructuring Agreement, Sandstorm's ownership interest may not exceed 19.99% of the outstanding Common Shares, (ii) grant and agree to pay to Sandstorm a 1.0% net smelter returns royalty on and over Corani, and (iii) add approximately US$4.2 million to the principal of the Second Sandstorm Note (as defined below).

Pursuant to the Restructuring Agreement, the Company and Sandstorm will also refinance US$22.5 million pursuant to a secured convertible debenture dated December 16, 2021 between the Company and Sandstorm into a five-year convertible promissory note bearing interest at 7% per year and convertible into Common Shares at a strike price of C$0.73 per share (the "**First Sandstorm Note**") with a maturity date of September 27, 2028. The Company and Sandstorm will also refinance a US$9 million secured loan (the "**Sandstorm Secured Loan**") that was acquired by a wholly-owned subsidiary of Sandstorm, into a second five-year convertible promissory note (the "**Second Sandstorm Note**") on the same terms as the First Sandstorm Note. Including the existing US$9 million principal amount, the US$4.2 million to be added as partial consideration for the Stream Amendment, and up to US$8 million to be added in respect of the Interim Period Facility (as defined below), the total principal of the Second Sandstorm Note may be up to approximately US$21.2 million.

Pursuant to the Restructuring Agreement, Sandstorm will make available to the Company up to US$8 million (the "**Interim Period Facility**") in credit from the effective date of the Restructuring Agreement until August 31, 2024. Any funds advanced under the Interim Period Facility will be added to the principal amount of the Sandstorm Secured Loan by way of an amendment to the Sandstorm Secured Loan and will form part of the principal amount of the Second Sandstorm Note upon its execution on the closing of the Restructuring Agreement (the "**Framework Closing**"). The Framework Closing is subject to the completion of the Offering, corporate approval of Sandstorm and the Company, ordinary course conditions precedent for a transaction of this nature, and final approval from the TSX Venture Exchange.

Bought Deal Prospectus Offering

On September 28, 2023, the Company entered into an agreement with respect to the Offering. On October 5, 2023, the Company closed the Offering. The Offering was conducted by BMO pursuant to the terms of an underwriting agreement between the Company and BMO dated October 2, 2023. Pursuant to the Offering, the Company issued a total of 27,200,000 Units at a price of C$0.35 per Unit for gross proceeds of C$9.5 million. Each Unit is comprised of Common Share and one Common Share purchase warrant of the Company ("**Warrant**"). Each Warrant will be exercisable to acquire one Common Share (a "**Warrant Share**") at an exercise price of C$0.42 per Warrant Share until October 5, 2028. The Company has received conditional approval to have the Warrants listed for trading on the TSX Venture Exchange, subject to compliance with certain standard listing conditions.

The Company granted an option to BMO, exercisable by BMO at any time on or before the 30th day following the closing date of the Offering, to purchase up to an additional 4,080,000 Units (the "**Additional Units**") sold in connection with the Offering at a price of C$0.35 per Unit (the "**Over-Allotment Option**"). The Over-Allotment Option is also exercisable by BMO in respect of: (a) additional Common Shares ("**Additional Common Shares**") at a price of C$0.27 per Additional Common Share; (b) additional Warrants ("**Additional Warrants**") at a price of C$0.08 per Additional Warrant; or (c) any combination of Additional Units, Additional Common Shares and/or Additional Warrants, so long as the aggregate number of Common Shares issued under the Over-Allotment Option does not exceed 4,080,000 and the aggregate number of Warrants issued under the Over-Allotment Option does not exceed 4,080,000.

The Company paid BMO a cash commission equal to 6.0% of the aggregate gross proceeds of the Offering in the amount of C$571,200. No other bonus, finder's fee, or commission was payable by the Company in connection with the Offering.

The Company intends to use net proceeds of the Offering to support additional development work at the Company's Mercedes mine in Mexico ("**Mercedes**"), to expand on recent positive underground drill results at Mercedes (see the Company's news release dated August 30, 2023) and for general working capital purposes, the latter of which will include approximately C$3 million intended to be used to reduce Mercedes' trade payables to a normalized level over the next 2 quarters.

The Offering was completed under a prospectus supplement dated October 2, 2023 to the Company's short form base shelf prospectus dated April 3, 2023, which was filed with the securities regulatory authorities in each of the provinces and territories of Canada, except Québec. The Units were also offered and sold in the United States to certain purchasers, who are, or are purchasing for the account or benefit of, one or more U.S. persons or persons in the United States, each of whom qualifies as a "qualified institutional buyer" as defined in Rule 144A under the United States Securities Act of 1933, as amended, and applicable U.S. state securities laws.

Nomad Gold Stream

The Company made the final gold delivery pursuant to the Nomad Gold Stream, which the Company assumed upon its acquisition of Mercedes in April 2022. The Nomad Gold Stream has now been completed and no further quarterly gold payments are due in respect thereof. As a result, over 300 additional ounces of gold produced at Mercedes per month will now be fully available for sale by the Company.

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
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ITEM 9 DATE OF REPORT

October 6, 2023.

Cautionary Note Regarding Forward Looking Information

This report contains forward-looking statements regarding: the expected decrease in gold deliveries pursuant to the Gold Purchase Agreement and the suspension of silver deliveries pursuant to the Nomad Purchase Agreement; the expected benefits of the Restructuring Agreement; the anticipated Closing Date of the Framework Closing; receipt of corporate approvals of the Framework Closing from Sandstorm and the Company; satisfactory completion of condition precedents to the Framework Closing; receipt of all required approvals for the Framework Closing; the expected use of net proceeds under the Offering; the receipt of all required approvals for the Offering; the availability of the gold production at Mercedes being fully available for sale and other statements regarding future plans, expectations, exploration potential, guidance, projections, objectives, estimates and forecasts as well as the Company's expectations with respect to such matters. These forward-looking statements are provided as of the date of this report, or the effective date of the documents referred to in this report, as applicable, and reflect predictions, expectations or beliefs regarding future events based on the Company's beliefs at the time the statements were made, as well as various assumptions made by and information currently available to them. In making the forward-looking statements included in this report, the Company has applied several material assumptions, including, but not limited to: that the Framework Closing will close on the terms as anticipated or at all, the Framework Closing will be approved by the TSXV, assumptions about general business and economic conditions, mineral prices, and anticipated costs and expenditures. Although management considers these assumptions to be reasonable based on information available to it, they may prove to be incorrect. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions on which they are based do not reflect future experience. We caution readers not to place undue reliance on these forward-looking statements as a number of important factors could cause the actual outcomes to differ materially from the expectations expressed in them. These risk factors may be generally stated as the risk that the assumptions expressed above do not occur, but specifically include, without limitation, risks relating to general market conditions and the additional risks described in the Company's latest Annual Information Form, and other disclosure documents filed by the Company on its SEDAR page at www.sedar.com. The foregoing list of factors that may affect future results is not exhaustive. Investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by the Company or on behalf of the Company, except as required by law.