

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Surge Copper Corp.
#888 – 700 West Georgia Street
Vancouver, B.C. V7Y 1G5
Telephone: 604-718-5454
Facsimile: 604-662-3791

Item 2: Date of Material Change

July 25, 2018

Item 3: News Release

The news release was disseminated on July 25, 2018 through Stockwatch and filed on SEDAR.

Item 4: Summary of Material Change

Surge Copper Corp. has Closed \$230,000 Non-Brokered Private Placement

Item 5: Full Description of Material Change

Surge Copper Corp. (the “Company”) (SURG: TSX-V) announces it has closed the non-brokered private placement announced on July 11 and July 24, 2018, consisting of 2,300,000 units (“Units”) at a price of \$0.10 per Unit raising gross proceeds of \$230,000. Each Unit is comprised of one common share of the Company and one non-transferable common share purchase warrant (“Warrant”). Each warrant entitles the holder thereof to purchase one common share of the Company, for 36 months at an exercise price of \$0.18 per share after the closing date of the private placement.

The proceeds of the private placement will be used for the purpose of carrying out the exploration programs on the Company’s British Columbia property and for general working capital.

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 their issuance.

Item 6: Reliance on subsection 71(2) of National Instrument 51-102

N/A

Item 7: Omitted Information

N/A

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Shane Ebert

Telephone: 604-718-5454

Item 9: Date of Report

July 25, 2018