

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

CopperBank Resources Corp. (the “**Company**”)
1500 – 409 Granville Street
Vancouver, BC V6C 1T2
Canada

Item 2 Date of Material Change

February 11, 2020

Item 3 News Release

The news release was disseminated on February 11, 2020 through Accesswire.

Item 4 Summary of Material Change

The Company Announces Close of Non-Brokered Private Placement

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the closing of the 2nd and final tranche of its previously announced private placement. The second tranche of the private placement consisted of the issuance of 3,166,333 shares for a total of \$189,980. In its entirety, the private placement issued 8,166,333 shares at a price of \$0.06 per share for a total of \$489,980.

The Company also announced that it issued 1,000,000 shares at a price of \$0.07 for the settlement of \$70,000 of previous management fees.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7 Omitted Information

None

Item 8 Executive Officer

Contact: Gianni Kovacevic, CEO
Telephone: (604) 889-0852

Item 9 Date of Report

February 11, 2020



CSE: CBK
CPPKF

FSE: 9CP

OTC:

FOR IMMEDIATE RELEASE

February 11, 2020
(CBK 2020– NR #02)

COPPERBANK ANNOUNCES CLOSE OF NON-BROKERED PRIVATE PLACEMENT

Vancouver, Canada – February 11, 2020 - CopperBank Resources Corp. (“CopperBank” or the “Company”) (CSE:CBK) is pleased to announce the closing of the 2nd and final tranche of its previously announced private placement. The second tranche of the private placement consisted of the issuance of 3,166,333 shares for a total of \$189,980. In its entirety, the private placement issued 8,166,333 shares at a price of \$0.06 per share for a total of \$489,980. No finder’s fees were paid as part of this private placement.

The private placement is subject to the approval of the Canadian Securities Exchange and the securities will be subject to a four month and one day hold period under securities laws.

The Company intends to use the net proceeds from the private placement to maintain its portfolio of projects as well as general working capital.

The Company also announces that it has issued 1,000,000 shares at a price of \$0.07 for the settlement of \$70,000 of previous management fees.

About CopperBank

CopperBank is a Canadian exploration mining company focused on energy related metal exploration in The United States of America. The Company trades on the Canadian Securities Exchange – CSE- under the symbol “CBK”.

On behalf of CopperBank Resources Corp.

“Gianni Kovacevic”

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Advisory Regarding Forward-Looking Statements

Certain information in this release constitutes forward looking statements or information (“forward-looking statements”) under applicable securities laws and necessarily involves risks and uncertainties. Forward-looking statements included herein are made as of the date of this news release and, except as required by applicable law, CopperBank does not undertake any obligation to update or revise any of the forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this document are expressly qualified by this cautionary statement. Forward-looking statements relate to future events or future performance and reflect management of CopperBank’s expectations or beliefs regarding future events. In certain cases, forward-looking statements can be identified by the use of words such as “plans”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative of these terms or comparable terminology. Examples of forward-looking statements in this news release include, but are not limited to, statements with respect to the Company’s ongoing review of its existing portfolio, the involvement of CopperBank in any potential divestiture, spin-out, partnership or other transactions involving the Company’s portfolio assets, and the ability of the Company to complete any such transactions, the ability of CopperBank to enter into transactions that will ultimately enhance shareholder value, and potential future work or activities in respect of the Pyramid project or the Contact project. Although CopperBank believes that the expectations reflected in the forward-looking statements are reasonable, forward-looking statements have been based on factors and assumptions concerning future events which may prove to be inaccurate. Those factors and assumptions are based upon currently available information available to CopperBank. Forward-looking statements are based, in part, on assumptions and factors that may change or prove to be incorrect, thus causing actual results, performance or achievements to be materially different from those expressed or implied by forward-looking information. Such factors and assumptions include, but are not limited to, the Company’s ability to identify and complete one or more transactions involving the Company’s portfolio assets that enhance shareholder value as part of management’s ongoing review of strategic alternatives in the current market conditions. By their very nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by forward-looking statements. Such factors include, but are not limited to, the risk that the Company will not be able to identify and complete one or more transactions involving the Company’s portfolio assets that enhance shareholder value as part of management’s ongoing review of strategic alternatives in the current market conditions. Although CopperBank has attempted to identify important factors that could cause actual actions, events or results to differ materially from forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated by such forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements. For more information on CopperBank and the risks and challenges of its businesses, investors should review the continuous disclosure filings that are available under CopperBank’s profile at www.sedar.com.