Form 51-102F3
Material Change Report

Item 1. **Name and Address of Company**

Star Copper Corp. (the "**Company**" or "**Star Copper**")
1450 - 789 West Pender Street
Vancouver, BC
V6C 1H2 Canada

Item 2. **Date of Material Change**

August 18 and 20, 2025

Item 3. **News Release**

A news release was disseminated by the Company through Accesswire and filed on SEDAR+ on August 18 and 20, 2025.

Item 4. **Summary of Material Change**

On August 18, 2025 the Company announced it had closed the previously announced acquisition (the "**Acquisition**") of a 100% interest in the mineral claims known as the Copperline property (the "**Copperline Property**"), located in north-central British Columbia. The Acquisition was completed in accordance with a definitive agreement (the "**Agreement**") dated July 14, 2025 with Zimtu Capital Corp. (TSXV: ZC) (the "**Vendor**").

On August 20, 2025, the Company announced it had closed a non-brokered private placement for gross proceeds of C$3,999,999 from the sale of 2,666,666 "flow-through" units of the Company (each, an "**FT Unit**", and collectively, the "**FT Units**") at a price of C$1.50 per FT Unit (the "**LIFE Offering**") under the Listed Issuer Financing Exemption (as defined herein).

Item 5. **Full Description of Material Change**

ACQUISITION

On August 18, 2025 the Company announced that it had it has closed the Acquisition of the Copperline Property. The Acquisition was completed in accordance with the Agreement dated July 14, 2025 with the Vendor.

The Copperline Property consists of eight mineral claims totaling approximately 4,502 hectares, situated near Skutsil Knob at the south end of the Driftwood Range, approximately 120 km north-northeast of Smithers, British Columbia. As of the date hereof, seven of the eight mineral claims have been transferred to the Company, and the Vendor and the Company are working together to effect the transfer of the eighth mineral claim.

Pursuant to the Agreement, the Company agreed to acquire the Copperline Property from the Vendor in exchange for consideration comprised of:

- a cash payment in the aggregate amount of $350,000, consisting of (i) a payment of $100,000 paid at or prior to the closing date (the "**Closing Date**"), and (ii) a payment of $250,000 to be made by the Company on the first business day that is six (6) months after the Closing Date (the "**Completion Date**");

- the issuance of 500,000 common shares (the "**Consideration Shares**"), with (i) 200,000 Consideration Shares issued on the Closing Date, and (ii) 300,000 Consideration Shares to be issued on the Completion Date; and

- the grant by the Company to the Vendor of a 2% net smelter returns royalty, payable on all production from the Copperline Property, of which 1% will be eligible for repurchase by the Company at any time within five (5) years of the Closing Date for a one-time payment of $1,000,000 (the "**Net Smelter Royalty**").

In addition to the foregoing, if the Company publishes a mineral resource estimate prepared in accordance with Form 43-101F1 of National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") in respect of the Copperline Property (the "**Resource Estimate**") disclosing any combination of measured, indicated or inferred mineral resources in excess of either (i) 500,000,000 pounds of copper, or (ii) 15,000,000 ounces of silver, then the Company will pay the Vendor an additional amount of $1,500,000 (the "**Bonus**"), consisting of:

- a cash payment in the amount of $750,000; and

- the issuance of that number of common shares having an aggregate value equal to $750,000 (the "**Bonus Shares**"), at a deemed issue price per Bonus Share equal to the ten (10) day volume weighted average of the common shares on the CSE, or such other stock exchange on which the common shares may be listed from time to time immediately prior to the publication of the Resource Estimate.

The Consideration Shares and the Bonus Share (if any), when issued, will all be subject to a statutory hold period of four months and one day from the date of issuance of such common shares.

There are no finder's fees payable in connection with the Acquisition.

<u>LIFE OFFERING</u>

On August 20, 2025 the Company announced that it had closed a LIFE Offering of 2,666,666 FT Units for gross proceeds of C$3,999,999.

Each FT Unit consists of one "flow-through" common share (each, an "**FT Share**" and collectively, the "**FT Shares**") and one "flow-through" common share purchase warrant (each an "**FT Warrant**" and collectively, the "**FT Warrants**"), issued as "flow-through shares", as defined in subsection 66(15) of the *Income Tax Act* (Canada) (the "**Tax Act**"). Each FT Warrant is exercisable to acquire one common share (each a "**Warrant Share**", and collectively, the "**Warrant Shares**") at a price of $1.60 per Warrant Share for a period of 24 months from the date hereof (the "**Closing Date**"). The Warrant Shares underlying the FT Units will not qualify as "flow-through shares" under the Tax Act. The FT Warrants to be issued pursuant to the LIFE Offering will not be listed for trading on any stock exchange.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 – *Prospectus Exemptions* (“**NI 45-106**”), the LIFE Offering was made to purchasers resident in all provinces of Canada, except Quebec, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the “**Listed Issuer Financing Exemption**”). The securities offered under the LIFE Offering pursuant to the Listed Issuer Financing Exemption are not subject to resale restrictions in accordance with applicable Canadian securities laws. There is an amended and restated offering document dated July 28, 2025 (the “**Offering Document**”) related to the LIFE Offering that can be accessed under the Company’s issuer profile on SEDAR+ at www.sedarplus.ca and on the Company’s website at: www.starcopper.com.

The gross proceeds of the LIFE Offering will be used to incur “Canadian exploration expenses” that are “flow-through critical mineral mining expenditures”, within the meaning of the Tax Act, on the Company’s flagship Star Project.

Pursuant to a finder’s fee agreement dated August 8, 2025 (the “**Finder’s Agreement**”) entered into between the Company and Canaccord Genuity Corp. (the “**Finder**”) in respect of the LIFE Offering, the Company paid a finder’s fee to the Finder consisting of: (i) a cash payment of $17,499.93, being an amount equal to 7% of the gross proceeds raised from subscriptions in the LIFE Offering from persons introduced to the Company by the Finder; and (ii) 11,666 finder’s warrants (the “**Finder’s Warrants**”), being an amount equal to 7.0% of the aggregate number of FT Units subscribed for by persons introduced to the Company by the Finder. Each Finder’s Warrant is exercisable to purchase one additional common share (the “**Finder’s Warrant Shares**”) at $1.50 per Finder’s Warrant Share for a period of 24 months from the Closing Date, all in accordance with and subject to the terms of the warrant certificate representing the Finder’s Warrants and the policies of the Canadian Securities Exchange.

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**

Contact: Jody Bellefleur
Telephone: 604-681-1568

Item 9. **Date of Report**

August 26, 2025