

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

**Item 1           Name and Address of Company**

Copper Creek Gold Corp. (the “Company” or “Copper Creek”)  
615 - 700 West Pender Street  
Vancouver, B.C  
V6C 1G8

**Item 2           Date of Material Change**

November 28, 2014

**Item 3           News Release**

The news release was disseminated on November 28, 2014 through the services of Stockwatch.

**Item 4           Summary of Material Change**

The Company announces a non-brokered private placement consisting of up to 8,333,333 units at a price of CDN \$0.06 per unit to raise gross proceeds of up to CDN \$500,000.

**Item 5           Full Description of Material Change**

**5.1           Full Description of Material Change**

The Company announces a non-brokered private placement consisting of up to 8,333,333 units (“Units”) at a price of CDN \$0.06 per Unit to raise gross proceeds of up to CDN \$500,000 (the “Private Placement”). Each Unit will consist of one common share (“Common Share”) in the capital of the Company and one transferable share purchase warrant (“Warrant”). Each Warrant will entitle the holder thereof to purchase one additional Common Share in the capital of the Company for a period of eighteen months from the closing date (“Warrant Expiry Date”), at a purchase price of CDN \$0.10 per share.

The Warrants are subject to an early acceleration clause which provides that if the closing price of Copper Creek’s Common Shares on the TSX Venture Exchange (following the expiry of the required statutory hold period), is equal to, or greater than CDN \$0.15 for a period of 10 consecutive trading days, the Company may accelerate the Warrant Expiry Date to the date which is 30 days following the date upon which notice of the accelerated expiry date is provided by the Company to the holders of the Warrants. The Warrants will automatically expire if the Warrant holders do not exercise them within this 30 day period.

The Company may pay finder’s fees on a portion of the Private Placement in accordance with applicable securities laws and the policies of the TSX Venture Exchange. All securities issued under the Private Placement will be subject to a

four month and one day “hold period” under applicable Canadian securities legislation.

The Private Placement is subject to approval of the TSX Venture Exchange.

The sale of the Units under this Private Placement will be conducted in reliance upon certain prospectus exemptions, including the exemption allowing issuers to raise capital by distributing securities to existing shareholders (the “Existing Shareholder Exemption”) contained in Multilateral CSA Notice 45-313 and the various corresponding blanket orders and rules of participating jurisdictions (but excluding Ontario, Newfoundland and Labrador where the Existing Shareholder Exemption is not available) as well as other available prospectus exemptions, including sales to accredited investors and close personal friends and business associates of directors and officers of the Company. In accordance with the Existing Shareholder Exemption, the Company confirms there is no material fact or material change related to the Company which has not been generally disclosed.

The Company has set November 27, 2014 as the record date for the purpose of determining existing shareholders entitled to purchase Units pursuant to the Existing Shareholder Exemption. Subscribers purchasing Units under the Existing Shareholder Exemption will need to represent in writing that they meet certain requirements of the Existing Shareholder Exemption, including that they were, as of the record date and continue to be as of the date of closing for their subscription, a shareholder of the Company. The aggregate acquisition cost to a subscriber under the Existing Shareholder Exemption cannot exceed CDN \$15,000 unless that subscriber has obtained advice from a registered investment dealer regarding the suitability of the investment. There is no minimum subscription.

Assuming the Private Placement is fully subscribed, the Company intends to allocate the net proceeds as follows (i) finder’s fees, legal, stock exchange and securities regulatory fees – CDN \$50,000; (ii) general and administrative expenses – CDN \$80,000; (iii) accounts payable – CDN \$120,000; and (iv) identify and evaluate assets or businesses, for acquisition – CDN \$250,000.

Although the Company intends to use the proceeds of the Private Placement as described above, the actual allocation of net proceeds may vary from the uses set forth above, depending on future operations, unforeseen events or opportunities. If the Private Placement is not fully subscribed, the Company will apply the proceeds to the above uses in priority and in such proportions as the Board of Directors and management of the Company determine is in the best interest of the Company.

Existing shareholders of the Company are directed to contact the Company for further information concerning subscription for Units under the Private Placement in reliance on the existing Shareholder Exemption as follows:

Contact Person: Bing Jung  
Telephone: (604) 662-3004 ext. 101  
Email: [bjung@clearbridgecapital.com](mailto:bjung@clearbridgecapital.com)

If the aggregate subscription for Units under the Private Placement exceeds the maximum number of Units proposed to be distributed, subscriptions will be accepted in whole or in part at the discretion of the Company, however in the event the sale of Units under the Private Placement is over-subscribed, subscriptions for Units will be processed by the Company on a first come, first served basis.

**5.2 Disclosure for Restructuring Transactions**

Not Applicable.

**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**

Bing Jung  
Chief Executive Officer  
Copper Creek Gold Corp.  
Tel: (604) 662-3004 ext.101

**Item 9 Date of Report**

December 4, 2014