

FORM 51-102F3
Material Change Report

1. Name and Address of Company

CANDENTE COPPER CORP. (THE “COMPANY”)
Suite 1100 – 1111 Melville Street
Vancouver, B.C., Canada, V6E 3V6
Phone: (604) 689-1957

2. Date of Material Change

July 29, 2016

3. News Release

Date of Issuance: August 2, 2016

Method of Issuance: Marketwired

4. Summary of Material Change

The Company completed its previously announced non-brokered private placement, raising gross proceeds in the amount of \$1,073,380.

5. Full Description of Material Change

The Company completed its previously announced non-brokered private placement (see Company news releases dated July 11, July 12, July 19, and July 29, 2016) (the “**Private Placement**”). The Private Placement was oversubscribed and the Company raised gross proceeds in the amount of \$1,073,380.

The Company issued a total of 11,926,440 units (the “**Units**”) at a price of \$0.09 per Unit related to the Private Placement. Each Unit is comprised of one common share of the Company (a “**Unit Share**”) and one-half of a share purchase warrant with each whole warrant (a “**Warrant**”) entitling the holder to purchase an additional common share of the Company (a “**Warrant Share**”) at a price of \$0.15 per Warrant Share for a period of two years, subject to an accelerated expiry provision if at any time after November 30, 2016, the Company’s common shares have a closing price on the Toronto Stock Exchange at or above a price of \$0.30 per share for a period of 10 consecutive trading days, the Company may give notice to the holders by news release that expiration of the Warrants will be accelerated to 40 days from the date of providing such notice. All Unit Shares and Warrant Shares issued pursuant to the Private Placement are subject to a four month hold period expiring November 30, 2016.

Cash finder’s fees totaling \$38,615 were paid with respect to the Private Placement.

Approximately \$400,000 of the Private Placement net proceeds will be used to further define drill targets on the Canariaco Sur copper-gold deposit and Quebrada Verde Cu-Au target and the balance will be used for working capital and general corporate purposes.

Ridley Rocks Inc., an associated entity of Joanne Freeze, the CEO, a director and Chairperson of the Company, purchased 261,111 Units; Paul H. Barry, a director of the Company, purchased 500,000 Units; and John Black, a director of the Company, purchased 350,000 Units.

The Private Placement did not result in a material change on the percentage of securities of the Company beneficially owned or controlled by any of the insider places.

The Private Placement was unanimously approved by the entire board of directors of the Company.

The participation by the aforementioned insiders in the Private Placement constitutes a related party transaction (as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*) (“**MI 61-101**”). The Company relied upon exemptions from the valuation and minority shareholder approval requirements contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 to issue the Units to the above-mentioned related parties, as the aggregate fair market value of the Units subscribed for by the related parties is less than 25% of the Company’s market capitalization.

This material change report was not filed 21 days prior to the closing of the Private Placement because the Company wished to complete the Private Placement as soon as possible.

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

Not Applicable.

7. Omitted Information

Nil.

8. Executive Officer

Contact: Joanne C. Freeze, CEO and Director
Telephone: (604) 689-1957

9. Date of Report

August 9, 2016