

FORM 51-102F3
Material Change Report

1. Name and Address of Company

CANDENTE COPPER CORP.

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2. Date of Material Change

August 24th, 2017

3. News Release

Date of Issuance: August 24th, 2017

Method of Issuance: Nasdaq

4. Summary of Material Change

Please see attached News Release.

5. Full Description of Material Change

Please see attached News Release.

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 Freeze, CEO and Corporate Secretary
Telephone: (604) 689-1957

9. Date of Report

August 24th, 2017



**CANDENTE
COPPER CORP**
TSX:DNT BVL:DNT

NEWS RELEASE

Candente Copper Announces Non-Brokered Financing

Vancouver, British Columbia, August 24th, 2017. Candente Copper Corp. (TSX:DNT, BVL:DNT) ("Candente Copper" and/or the "Company") is pleased to announce, subject to regulatory approval, that it intends to carry out a non-brokered private placement (the "Private Placement") to raise gross proceeds of approximately Cdn\$500,000. The gross proceeds of the Private Placement are to be used for working capital and general corporate purposes including ongoing community initiatives in Peru.

The Private Placement will consist of the sale of approximately 5,555,555 units (the "Units") at a price of \$0.09 to raise gross proceeds of approximately \$500,000. Each Unit will consist of one common share of the Company (a "Unit Share") and one-half of a share purchase warrant (each whole warrant, a "Warrant"). Each full Warrant will be exercisable for one additional common share of the Company (a "Warrant Share") for two years at an exercise price of \$0.15 per Warrant Share, subject to the following accelerated expiry provision: if at any time after January 30th, 2018, the Company's common shares have a closing price on the Toronto Stock Exchange at or above a price of Cdn\$0.30 per share for a period of 10 consecutive trading days, the Company may give notice by way of news release that the Warrants will expire 40 days from the date of such notice. The Unit Shares and the Warrant Shares will be subject to a mandatory 4 month hold period commencing the day of closing of the Private Placement.

If aggregate subscriptions for Units under Private Placement exceed the maximum number of Units to be sold, Candente Copper may increase the size of the Private Placement (subject to compliance with the TSX's pricing rules) or subscriptions will otherwise be accepted on a "first-come, first-served" basis. The Company may pay finder's fees in connection with a portion of the Private Placement.

Joanne Freeze, CEO and a director of the Company, and other directors of the Company are to subscribe for a portion of the Private Placement, which in total will be for less than 25% of Candente Copper's market capitalization. The Company is therefore intending to rely upon exemptions from the valuation and minority shareholder approval requirements contained in sections 5.5(a) and 5.7(1)(a) of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*.

The Private Placement is being offered to both accredited investors and existing shareholders of Candente Copper who, as of the close of business on August 22, 2017, held common shares of the Company (and who continue to hold common shares of the

Company at the time of closing) pursuant to the prospectus exemption set out in British Columbia Instrument 45-534 and in similar instruments in other provinces of Canada.

Unless the investing Candente Copper shareholder is a person that has obtained advice regarding the suitability of the investment and, if such shareholder is resident in a jurisdiction of Canada, that advice has been obtained from a person that is registered as an investment dealer in such jurisdiction, the aggregate subscription cost to such shareholder for the Units subscribed under the Private Placement cannot exceed \$15,000 (166,666 Units).

About Candente Copper

Candente Copper is a mineral exploration company engaged in the acquisition, exploration and development of mineral properties. The company is currently focused on adding value to its 100% owned Cañariaco project, by extending known mineralization at Cañariaco Sur and exploration drilling at Quebrada Verde and within the 5 km structural corridor that includes Cañariaco Norte, Sur and Verde. Cañariaco Norte is an established Feasibility stage copper-gold deposit with a Measured and Indicated resource of 752 Million tonnes grading 0.45% Cu, 0.07 g/t Au, 1.9 g/t Ag. A Pre-feasibility Progress Report/PEA for Cañariaco Norte indicated a project IRR of 17.5% and NPV of US\$1,060 B after tax using US\$2.50 Cu, US\$1235 Au and US\$18 Ag. The project is located within the western Cordillera of the Peruvian Andes in the Department of Lambayeque in Northern Peru.

The Measured and Indicated Resource stated above consists of Measured Resources of 338.1Mt at 0.48% Cu, 0.08 g/t Au, and 2.0/t Ag, plus Indicated Resources of 414.3Mt at 0.43% Cu, 0.06 g/t Au, and 1.8 g/t Ag. All resources quoted in this release are based on a 0.30% copper cut-off grade and 229 drill holes completed to the end of 2008. The metal prices used for the resource estimate are: copper US\$2.50/lb, gold US\$1,035/oz and silver US\$17.25/oz. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The contained gold, copper and silver figures shown are in situ. No assurance can be given that the estimated quantities will be produced

Please refer to the Technical Report filed March 7th, 2011 titled "Cañariaco Project, Lambayeque Department, Peru, NI 43- 101 Technical Report on Pre-feasibility Study Progress Report" for further information. The project is located within the western Cordillera of the Peruvian Andes in the Department of Lambayeque in Northern Peru.

Joanne C. Freeze, P.Geo, Director and CEO and Sean I. Waller, P.Eng., Director and President, both Qualified Persons (QP) as defined by National Instrument 43-101, have reviewed and approved this news release.

Forward-looking Information

This news release may contain forward-looking information (as such term is defined under Canadian securities laws) including but not limited to the mineral resource estimate for Cañariaco Norte and the adding of value to Cañariaco project by extending known mineralization at Cañariaco Sur and exploration drilling at Quebrada Verde and within the 5 km structural corridor that includes Cañariaco Norte, Sur and Verde and

other statements that are not historical facts. While such forward-looking information is expressed by Candente Copper in good faith and believed by Candente Copper to have a reasonable basis, they address future events and conditions and are therefore subject to inherent risks and uncertainties including those set out in Candente Copper's annual information form for the year ended December 31, 2016. Factors that cause the actual results to differ materially from those in forward-looking information include, without limitation, copper, gold and silver prices, results of exploration and development activities, potential mineral recovery processes, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, potential environmental issues, availability of capital and financing and general economic, market or business conditions. Candente Copper expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

On behalf of the Board of Candente Copper Corp.

"Joanne C. Freeze" P.Geo.
CEO, Director

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