

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

Item 1 Name and Address of Company

CANDENTE COPPER CORP. (the “Company”)
Suite 1100 – 1111 Melville Street
Vancouver, BC, Canada, V6E 3V6

Item 2 Date of Material Change

January 15, 2019

Item 3 News Release

Date of Issuance: January 15, 2019

Method of Issuance: GlobeNewsWire

Item 4 Summary of Material Change

Please see attached News Release.

Item 5 Full Description of Material Change

Please see attached News Release.

5.1 Full Description of Material Change

Please see attached News Release.

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

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

Item 9 Date of Report

January 15, 2019



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

NEWS RELEASE

Candente Copper Corp. Announces Non-Brokered Financing

Vancouver, British Columbia, January 15th, 2019, Candente Copper Corp. (TSX:DNT, BVL:DNT) ("Candente Copper" 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 \$300,000. 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 6,000,000 units (the "Units") at a price of \$0.05 to raise gross proceeds of approximately \$300,000. 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 \$0.09 per Warrant Share, subject to the following accelerated expiry provision: if at any time after June 30, 2019, the Company's common shares have a closing price on the Toronto Stock Exchange at or above a price of Cdn\$0.18 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 January 11, 2019, 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 (300,000 Units).

About Candente Copper

Candente Copper is a mineral exploration company engaged in acquisition, exploration, and development of mineral properties. The Company is currently focused on its 100% owned Cañariaco project, which includes the Feasibility stage Cañariaco Norte deposit as well as the Cañariaco Sur deposit and Quebrada Verde prospect, located within the western Cordillera of the Peruvian Andes in the Department of Lambayeque in Northern Peru.

On behalf of the Board of Candente Copper Corp.

“Joanne C. Freeze” P.Geol.

President, CEO and Director

For further information please contact:

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President, CEO and Director

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