

**FORM 51-102F3**

**Material Change Report  
UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

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

Panoro Minerals Ltd.  
#1610 – 700 West Pender Street  
Vancouver, BC V6C 1G8

(the “Company”)

**2. Date of Material Change:**

January 27, 2016

**3. News Release:**

A news release was disseminated on January 27, 2016 and was subsequently filed on SEDAR.

**4. Summary of Material Change:**

The Company has entered into a non-binding term sheet for a precious metals purchase agreement with Silver Wheaton (Caymans) Ltd. (“Silver Wheaton”), a wholly-owned subsidiary of Silver Wheaton Corp. (TSX: SLW) (NYSE: SLW), under which Silver Wheaton will pay Panoro upfront cash payments totaling US\$140 million for 25% of the payable gold production and 100% of the payable silver production from the Company's Cotabambas Project in Peru. In addition, Silver Wheaton will make production payments to Panoro of the lesser of the market price and US\$450 per payable ounce of gold and US\$5.90 per payable ounce of silver delivered to Silver Wheaton over the life of the Cotabambas Project.

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

See attached News Release marked as Schedule “A”.

**6. Reliance on subsection 7.1(2) of National Instrument 51-102:**

Not applicable.

**7. Omitted Information:**

Not applicable.

**8. Executive Officer:**

Mr. Luquman A. Shaheen, President and CEO  
Phone: 604-684-4246

**9. Date of Report:**

February 5, 2016

## Schedule "A"



### **Panoro Announces US\$ 140 Million Precious Metals Streaming Financing with Silver Wheaton**

Vancouver, B.C., January 27, 2016 – **Panoro Minerals Ltd.** (TSXV: PML, Lima: PML, Frankfurt: PZM) is pleased to announce that it has entered into a nonbinding term sheet for a precious metals purchase agreement with Silver Wheaton (Caymans) Ltd. ("Silver Wheaton"), a wholly-owned subsidiary of Silver Wheaton Corp. (TSX: SLW) (NYSE: SLW), under which Silver Wheaton will pay Panoro upfront cash payments totalling US\$140 million for 25% of the payable gold production and 100% of the payable silver production from the Company's Cotabambas Project in Peru. In addition, Silver Wheaton will make production payments to Panoro of the lesser of the market price and US\$450 per payable ounce of gold and US\$5.90 per payable ounce of silver delivered to Silver Wheaton over the life of the Cotabambas Project.

Panoro is entitled to receive US\$14 million spread over up to 9 years as an early deposit with payments to be used to fund corporate expenses related to the Cotabambas Project. The financing includes provisions to accelerate these payments through Silver Wheaton's matching, up to certain limits, any third party financing by Panoro targeted for exploration at the Cotabambas Project. The acceleration could result in early deposit payments of up to US\$7 million being made to Panoro in the first two years of the agreement. The balance of the US\$140 million is payable in instalments during construction of the Cotabambas Project.

The precious metals stream has received Board approval from both Panoro Minerals and Silver Wheaton. The transaction is expected to close in February 2016 and is subject to negotiation of a definitive Precious Metals Purchase Agreement ("PMPA") and customary closing conditions.

Panoro's President & CEO, Luquman Shaheen, states "This financing will be another key milestone for the Cotabambas Project. The partnership with Silver Wheaton is an important non-dilutive financing and also a significant validation of the technical and economic merits of the Project. Attracting this important strategic financing will allow Panoro to weather the current depressed equity and commodity markets, minimize dilution to existing shareholders and allow the Company to make targeted investments into exploration at the Cotabambas Project."

Panoro's financial advisor with regard to the transaction is Macquarie Capital Markets Canada Ltd. and Borden Ladner Gervais LLP is Panoro's legal advisor.

#### **Transaction Highlights**

- Financing ensures viability of Cotabambas Project for duration of streaming agreement without diluting equity holders
- Enhances Panoro's ability to advance exploration at Cotabambas with Silver Wheaton matching any third party funding up to a total of US\$3.5 million in the first two years
- Technical, social and economic validation of the Cotabambas Project by Silver Wheaton which already has a strong presence in Peru via precious metals streaming agreements on the Constancia Mine (HudBay Minerals) and the Antamina Mine (BHP Billiton, Glencore, Teck Resources, Mitsubishi)
- Precious metals stream represents only 8% of total revenue of the Cotabambas Project based on the assumptions utilized in Panoro's Preliminary Economic Assessment. In addition, following a change of control, there is a one-time option to repurchase 50% of the precious metals stream.

### Transaction Overview

|                                       |                                                                                                                                                                                                                                                                                                                                                                                                     |
|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Upfront Payment</b>                | Silver Wheaton will make an upfront cash payment of US\$140 million plus a Production Payment for an amount of silver equal to 100% of silver production and an amount of gold equal to 25% of gold production                                                                                                                                                                                      |
| <b>Production Payment</b>             | Silver Wheaton will make an ongoing payment equal to the lesser of: (i) US\$450 in the case of delivered gold ounces and US\$5.90 in the case of delivered silver ounces; and (ii) the applicable prevailing market price.                                                                                                                                                                          |
| <b>Early Deposit</b>                  | US\$14 million will be paid by Silver Wheaton as an early deposit. US\$2 million will be paid in the first year following closing with US\$1.5 million paid annually thereafter.                                                                                                                                                                                                                    |
| <b>Exploration Matching Provision</b> | Silver Wheaton to match equity proceeds of up to a total of US\$3.5 million raised in the first two years following signing of PMPA to fund exploration at the Cotabambas Project.                                                                                                                                                                                                                  |
| <b>Silver Wheaton Option</b>          | Silver Wheaton will have the option to terminate the PMPA either 90 days following delivery of a Feasibility Study or at any time upon giving Panoro three months' notice. Silver Wheaton can elect to receive a portion of the early deposit either as cash or shares upon termination, with Panoro having rights to defer cash payments over an up to two year period.                            |
| <b>BuyBack Option</b>                 | Following a change of control, subject to certain conditions, Panoro has a one-time option to repurchase 50% of the precious metals stream with a payout based on the greater of: (i) a minimum fixed return (ii) a return based on appreciation of precious metals prices over the term of the PMPA; and (iii) a return based on appreciation of the Panoro share price over the term of the PMPA. |

### About Panoro

Panoro Minerals is a uniquely positioned copper exploration company focused on Peru. Panoro is advancing its significant portfolio of copper and gold projects in the key Andahuaylas-Yauri belt in south central Peru, including its advanced stage Cotabambas Copper-Gold-Silver-Molybdenum and Antilla Copper-Molybdenum Projects.

Since 2007, the company has completed over 70,000 m of exploration drilling at these two key projects leading to the delineation of mineral resources in late 2013 of:

- Cotabambas: Indicated Resource 117.1 Mt @ 0.42% Cu, 0.23g/t Au, 2.74 g/t Ag & 0.001%Mo (@0.2% CuEq cutoff)  
Inferred Resource 603.5 Mt @ 0.31% Cu, 0.17g/t Au, 2.33 g/t Ag and 0.002 %Mo (@0.2% CuEq cutoff)  
(Tetra Tech, with an effective date of October 2013)
- Antilla: Indicated Resource 188.5 Mt @ 0.40% Cu and 0.009% Mo (@0.2% CuEq cutoff)  
Inferred Resource 145.9 Mt @ 0.28% Cu and 0.009%Mo (@0.2% CuEq cutoff)  
(Tetra Tech, with an effective date of December 2013)

The results from the updated PEA of the Cotabambas Project were announced on September 22, 2015

demonstrating a base case, after tax NPV of \$US 683.9M, an IRR of 16.7% and a payback of 3.6 years. The PEA included mining of 483M tonnes of mill feed from two open pits, feeding an 80,000 tonne per day mill and concentrating plant producing a single copper concentrate grading 27% Cu, 11 g/t Au and 134 g/t Ag with no penalty attracting deleterious elements.

The PEA was prepared by Amec Foster Wheeler Americas Ltd. and Moose Mountain Technical Services Ltd. in accordance with the definitions in Canadian National Instrument 43-101. The PEA is considered preliminary in nature. It includes Inferred Mineral Resources that are considered too speculative to have the economic considerations applied that would enable classification as Mineral Reserves. There is no certainty that the conclusions within the PEA will be realized. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.

Luis Vela, a Qualified Person under National Instrument 43-101, has reviewed and approved the scientific and technical information in this press release.

On behalf of the Board of **Panoro Minerals Ltd.**

Luquman A. Shaheen, M.B.A., P.Eng., P.E.  
President & CEO

**FOR FURTHER INFORMATION, CONTACT:**

**Panoro Minerals Ltd.**

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**CAUTION REGARDING FORWARD LOOKING STATEMENTS:** Information and statements contained in this news release that are not historical facts are "forward-looking information" within the meaning of applicable Canadian securities legislation and involve risks and uncertainties. Examples of forward-looking information and statements contained in this news release include information and statements with respect to:

- acceleration of payments by Silver Wheaton to match third party financing by Panoro targeted for exploration at the Cotabambas Project
- payment by Silver Wheaton of US\$140 million in installments
- negotiation of a definitive PMPA
- Panoro weathering the current depressed equity and commodity markets, minimizing dilution to existing shareholders and making targeted investments into exploration at the Cotabambas Project
- mineral resource estimates and assumptions
- the PEA, including, but not limited to, base case parameters and assumptions, forecasts of net present value, internal rate of return and payback;
- copper concentrate grade from the Cotabambas Project;

Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. In some instances, material assumptions and factors are presented or discussed in this news release in connection with the statements or disclosure containing the forward-looking information and statements. You are cautioned that the following list of material factors and assumptions is not exhaustive. The factors and assumptions include, but are not limited to, assumptions concerning: metal prices and by-product credits; cut-off

grades; short and long term power prices; processing recovery rates; mine plans and production scheduling; process and infrastructure design and implementation; accuracy of the estimation of operating and capital costs; applicable tax and royalty rates; open-pit design; accuracy of mineral reserve and resource estimates and reserve and resource modeling; reliability of sampling and assay data; representativeness of mineralization; accuracy of metallurgical test work; and amenability of upgrading and blending mineralization.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ materially from those expressed or implied by the forward-looking statements, including, without limitation:

- risks relating to metal price fluctuations;
- risks relating to estimates of mineral resources, production, capital and operating costs, decommissioning or reclamation expenses, proving to be inaccurate;
- the inherent operational risks associated with mining and mineral exploration, development, mine construction and operating activities, many of which are beyond Panoro's control;
- risks relating to Panoro's ability to enforce Panoro's legal rights under permits or licenses or risk that Panoro's will become subject to litigation or arbitration that has an adverse outcome;
- risks relating to Panoro's projects being in Peru, including political, economic and regulatory instability;
- risks relating to the uncertainty of applications to obtain, extend or renew licenses and permits;
- risks relating to potential challenges to Panoro's right to explore and/or develop its projects;
- risks relating to mineral resource estimates being based on interpretations and assumptions which may result in less mineral production under actual circumstances;
- risks relating to Panoro's operations being subject to environmental and remediation requirements, which may increase the cost of doing business and restrict Panoro's operations;
- risks relating to being adversely affected by environmental, safety and regulatory risks, including increased regulatory burdens or delays and changes of law;
- risks relating to inadequate insurance or inability to obtain insurance;
- risks relating to the fact that Panoro's properties are not yet in commercial production;
- risks relating to fluctuations in foreign currency exchange rates, interest rates and tax rates; and
- risks relating to Panoro's ability to raise funding to continue its exploration, development and mining activities.

This list is not exhaustive of the factors that may affect the forward-looking information and statements contained in this news release. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the forward-looking information. The forward-looking information contained in this news release is based on beliefs, expectations and opinions as of the date of this news release. For the reasons set forth above, readers are cautioned not to place undue reliance on forward-looking information. Panoro does not undertake to update any forward-looking information and statements included herein, except in accordance with applicable securities laws.

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*