51-102F3

Material Change Report

1. **Name and Address of Company**

   Cascadero Copper Corp
   #301-260 West Esplanade
   North Vancouver BC
   V7M 3G7

2. **Date of Material Change**

   December 16, 2010

3. **News Release**

   The news release was disseminated through Stockwatch on December 16, 2010.

4. **Summary of Material Change**

   Cascadero Copper Corporation Announces 3,000,000 Unit Non-brokered Flow-through Private Placement

5. **Full Description of Material Change**

   5.1 Full Description of Material Change

   See attached

   5.2 Disclosure for Restructuring Transactions

   N/A

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

   N/A

7. **Omitted Information**

   None

8. **Executive Officer**

   Bill McWilliam
   President

9. **Date of Report**

   December 16, 2010

(TSXV: CCD)

CASCADERO COPPER CORPORATION ANNOUNCES
3,000,000 UNIT NON-BROKERED FLOW-THOUGH PRIVATE PLACEMENT

December 16th 2010

Cascadero Copper Corp announces a non-brokered private placement of up to 3,000,000 Flow-Through units at C$0.20 per unit. Each unit consists of one common share and one-half warrant. Two warrants entitles the holder to purchase one additional flow-through common share at C$0.25 per share for a period of one-year from closing. The units are subject to a four-month hold period. There is no agent or finder fee payable.

Completion of the financing is subject to regulatory approval, including acceptance of the financing by the TSX Venture Exchange.

Subject to closing the 3,000,000 unit offering, Cascadero will have 105.9 million shares issued.

Cascadero intends to use the proceeds for exploration in British Columbia and on recently acquires properties in Ontario. The Company's focus in British Columbia and in Argentina is copper-gold porphyry prospects.

The Ontario properties are primarily disseminated gold prospects in the Sudbury, Timmins and Swayze mineral districts.

Bill McWilliam
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