

51-102F3

Material Change Report

1. **Name and Address of Company**

Cascadero Copper Corp
590 East Kings Road
North Vancouver BC
V7N 1J3

2. **Date of Material Change**

September 18, 2012

3. **News Release**

The news release was disseminated through Stockwatch on September 18, 2012.

4. **Summary of Material Change**

Cascadero Copper Non-Brokered Private Placement Announced August 13, 2012 is Oversubscribed. The Company is Closing the Second and Final Tranche

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**

September 18, 2012



**CASCADERO COPPER NON-BROKERED PRIVATE PLACEMENT ANNOUNCED
AUG 13th 2012 IS OVERSUBSCRIBED. THE COMPANY IS CLOSING THE SECOND
AND FINAL TRANCHE**

**SEPTEMBER 18th 2012
(CCD: TSXV)**

Cascadero Copper Corporation ("Cascadero" or the "Company") (TSXV: CCD) is pleased to announce that it has closed the second and final tranche of its non-brokered private placement announced on Aug 13th, 2012. On second closing, the Company will issue 16,005,000 units (the "Units") at a price of \$0.10 per Unit for gross proceeds of \$1,600,500. Each Unit consists of one common share and one common share purchase warrant. Each warrant will entitle the holder to acquire an additional common share of Cascadero until September 18th 2014 at a price of \$0.12 per share. The Non-Brokered Private Placement was oversubscribed by approximately 20% for a total of \$2,430,000 and a total of 24,300,000 units will be issued.

All securities issued pursuant to the second tranche are subject to a hold period expiring on January 17th 2013.

The private placement is subject to regulatory approval and, in accordance with Exchange policies, finder fees may be payable on a portion of the funds raised.

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