51-102F3

Material Change Report

1. **Name and Address of Company**

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

2. **Date of Material Change**

   September 18, 2014

3. **News Release**

   The news release was disseminated through Stockwatch on September 18, 2014.

4. **Summary of Material Change**

   Cascadero Copper Announces Appointment of Terry Lyons ICD.D to the Company's Advisory Board

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, 2014

cascaderocopper

SEPTEMBER 18th, 2014

(CCD: TSX-V)

CASCADERO COPPER ANNOUNCES APPOINTMENT OF TERRY LYONS ICD.D TO THE COMPANY'S ADVISORY BOARD

The Company is pleased to announce the appointment of Mr. Terry Lyons to the Company's Advisory Board. Mr. Lyons brings a wealth of knowledge and experience in areas which are important to the continued growth and development of the Company.

Terry Lyons has over 39 years experience in the development, financing and management of natural resource, manufacturing, real estate and merchant banking companies with an extensive background in corporate restructuring. He is a member of the Institute of Corporate Directors.

After completing a Bachelor of Applied Science in Civil Engineering from the University of British Columbia, Mr. Lyons attended the University of Western Ontario, graduating with an MBA in 1974. Mr. Lyons was an applications engineer and marketing specialist with Caterpillar Tractor and Finning Tractor and Equipment and General Manager of South Western Drug Warehouse Ltd. In 1976, he joined Versatile Corporation as Corporate Planning Manager, moving through a variety of senior positions in strategic planning, budgeting and finance, mergers and acquisitions and project management. In 1986, he became Senior Vice-President of Versatile Corporation, Chairman of Versatile Pacific Shipyards and presided over the restructuring of the Corporation, which is now known as B.C. Pacific Capital Corporation, a senior merchant and investment banking company which is now wholly owned by Brookfield Asset Management. Mr. Lyons was a Managing Partner of Brookfield in charge of the merchant banking and restructuring activities in the natural resource sector. In May 2004, after 17 years with Brookfield, Mr. Lyons retired to pursue other opportunities however remained as a consultant to Brookfield until February 2013.

Mr. Lyons currently serves as the Lead Independent Director and Chairman of the Audit Committee of Canaccord Genuity Group Inc. as well as a Director of Canaccord's subsidiaries in the UK, US, Canada, Australia and Asia. He is also a director of several public corporations including Sprott Resource Corporation (Chairman), Polaris Minerals Corporation (Chairman), and Martinrea International Inc. Mr. Lyons is past Chairman of Northgate Minerals Corporation which was acquired by Aurico Gold creating a new mid-cap gold company with a market value of over $2.5 billion and Eacom Timber Corporation which was sold to a private equity firm for $300 million. He recently stepped down as a Director of the B.C. Pavilion Corporation and Royal Oak Ventures which was privatized by Brookfield, and the BC Board of the Institute of Corporate Directors.

Mr. Lyons has been active in Junior Achievement, the United Way, Special Olympics and other charitable and sports organizations (including swimming and water polo). He is past Chairman of the Mining Association of B.C., a past Governor of the B.C. Business Council, a past Governor of Olympic Foundation of Canada, former Chairman of Sport B.C., a past President of Shaughnessy Golf and Country Club and is a member of the Advisory Board of the Richard Ivey School of Business at the University of Western Ontario. In 2007 Mr. Lyons was awarded the Inco Medal by the Canadian Institute of Mining and Metallurgy for distinguished service to the mining industry.

About the Company:

Cascadero Copper is an integrated mineral exploration and development business. The Company has offices in North Vancouver, BC and Salta City in the province of Salta, Republic of Argentina. With its core geologists and Advisory Board the Company has discovered several new mineral showings and has the capability of developing a variety of prospects. The Company has recently restructured its portfolio and is focused on developing its rare metal and silver assets. Exploration in Argentina is planned to re-start in October 2014.

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