

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**

November 5, 2014

3. **News Release**

The news release was disseminated through Stockwatch on November 5, 2014.

4. **Summary of Material Change**

Cascadero Copper Corporate Update – Plan of Arrangement

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**

November 5, 2014



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**(CCD: TSXV)
CORPORATE UPDATE
Plan of Arrangement
November 5th 2014**

Cascadero Copper Corporation (CCD) and Cyprus River Holdings Ltd. (CRH) are pleased to announce that the Companies have agreed to and will comply with the Terms and Conditions of the Plan of Arrangement. The closing documents have to be notarized and executed by each company, which process may require up to 21 days to complete, as CCD is in Vancouver, Canada, CRH is in Sao Paulo, Brazil and CCD's Argentine legal counsel and both of CCD's Argentine subsidiaries are domiciled in Salta, Argentina.

On December 6th as revised on December 16th, 2013 Zoneplan Ltd. (ZP), now represented by its sole shareholder Cyprus River Holdings Ltd. (CRH) and Cascadero Copper Corporation (CCD) (the "Parties") signed a binding Proposed Plan of Arrangement with Notes thereto (the "Plan") that will terminate the Operating Agreement of SESA Holdings LLC, signed on July 10th 2008, subject to the conclusion of the Terms and Conditions of the Plan. The Operating Agreement governed the activities of its two Members, CRH and CCD. In addition, CCD has two wholly owned Argentine subsidiaries Salta Exploración S.A. (SESA) and Cascadero Minerals S.A. (CMSA) who are both involved in the transactions. The principal purpose of the Plan is to separate the interests of the Members of SESA LLC into Royalty Interests and Property Interests, which separation enables CRH and CCD to be independent of each other.

The material items of the Plan are as follows: CRH is granted a 1% Net Smelter Return royalty (NSR) interest on twenty (20) properties; SESA transfers the Silex NSR to CRH; CMSA or SESA reserves the right to sell, transfer, option or abandon, the latter subject to notice to CRH, any property; CRH pays to CCD a total of US\$118,614 of which US\$60,000 is paid; CRH returns its 19,415,333 CCD common shares to CCD's treasury; CCD consents to remove CRH as a member of SESA Holdings LLC; CCD remains as the only Member of SESA LLC; and, CRH has no interest in or rights to, deemed or otherwise, to SESA or CMSA common shares.

Full disclosure of the Terms and Conditions of the Plan are available in CCD's Q3-14 MDA and Q3-14 financial statements, which were posted on October 29-14 on Sedar.com.

The Plan may be subject to regulatory approval (if any).

Bill McWilliam
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