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**

   June 26, 2015

3. **News Release**

   The news release was disseminated through Stockwatch on June 26, 2015.

4. **Summary of Material Change**

   Cascadero Copper Announces Amending and Re-Filing of November 30th, 2014 Audited Financial Statements and Year-end MD&A

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**

   June 26, 2015

June 26, 2015

(CCD: TSX-V)

Cascadero Copper Announces Amending and Re-Filing of November 30th 2014 Audited Financial Statements and Year-end MD&A

Vancouver, British Columbia, June 26, 2015 Cascadero Copper Corporation (TSXV: CCD) (the "Company"). As a result of a review by the British Columbia Securities Commission ("BCSC"), the Company is issuing this press release to clarify our disclosure. The Company has identified material errors and deficiencies in its November 30, 2014 year-end financial statements and MD&A and has decided to restate and refile both these documents and subsequent interim financial statements. The financial statements and MD&A and comparative financial statements for the year ended November 30, 2013 will be amended and restated for the following:

1) The Company's share of Salta Exploracionés SA losses over the last several years amounting to CDN$1.9M will be written down from the carrying value of the advances made to equity affiliates. This amount will be recognized as a loss on the income statement.

2) That remaining carrying value of the advances to equity affiliates of CDN$2 M will be written off. Included in this amount is foreign exchange of CDN$241,815 on the advances recognized in the current and prior years due to being capital contributions as opposed to monetary items. This amount was previously recognized as a foreign exchange gain in the statement of loss and comprehensive loss for the year ended November 30, 2014.

3) The remaining carrying value of CDN$4.5M the resource property (Toodoggone Project) will be written down to nil as the property has been deemed to be fully impaired as no reliable valuation metric is available and reliable for the property.

Until the re-filing of the amended documents has occurred investors should not rely upon the accuracy of the November 30, 2014 financial statements and MDA&A or subsequent interim financial statements.

Bill McWilliam

President
Office: 604-924-5504
Cell: 604-999-0391

Email: bill@cascadero.com