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**

   December 27, 2016

3. **News Release**

   The news release was disseminated through Stockwatch on December 27, 2016

4. **Summary of Material Change**

   Cascadero Copper closes non-brokered 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 27, 2016

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CASCADERO COPPER CORPORATION CLOSES NON-BROKERED PRIVATE PLACEMENT

December 27, 2016

The non-brokered private placement announced on November 22, 2016 is over subscribed. Cascadero Copper Corporation has received subscriptions for 10,347,700 units for total cash proceeds of $1,347,700

Each unit is priced at $0.10 and consists of one Cascadero Copper common share and one share purchase warrant. Each one share purchase warrant entitles the holder to purchase one Cascadero Copper common share at $0.15 per share for a period of two-years from closing. The Unit is subject to a 121-day hold period from closing.

Finders fees are payable.

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

Use of proceeds is to continue exploration in Argentina and for working capital.

Bill McWilliam
President
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