

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**

April 24, 2018

3. **News Release**

The news release was disseminated through Stockwatch and Market News on April 24, 2018.

4. **Summary of Material Change**

Cascadero Copper announces Chairman McWilliam unilaterally adjourns AGM

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**

Judith Harder
President

9. **Date of Report**

April 24, 2018.



cascaderocopper

(CCD: TSXV)
April 24th, 2018

“Chairman McWilliam unilaterally adjourns AGM”

The Company announces that its annual general shareholders meeting (the “Meeting”), which was convened as scheduled at 10:00 a.m. April 20, 2018, was adjourned, prior to any business being conducted, by the Chairman, Bill McWilliam, relying on the broad discretion given to him to do so in the Company’s Articles.

The Company has been advised by counsel to the Chairman that the Chairman adjourned the Meeting due to “certain inconsistencies in the Company’s internal governance which cast doubt on the due approval of, and contents of, the notice of meeting and management information circular sent to shareholders prior to the meeting”. Despite requests for particulars the Company has not been advised of any specific inconsistencies nor is the Company otherwise aware of any governance concerns.

The Meeting has been adjourned to July 19, 2018 at a time to be determined, with the reconvened Meeting to be held at the offices of Bennett Jones LLP, Suite 2200-1055 West Hastings St. Vancouver B.C., legal counsel to Mr. McWilliam. Formal notice of the adjourned meeting will be delivered to all shareholders no later than 21 days prior to the date of the adjourned meeting. Proxies deposited by shareholders for the originally convened Meeting will continue in effect at the adjourned meeting.

Should shareholders have any questions with respect to the Meeting or the adjournment they should contact:

Judith Harder
President/CEO
Cascadero Copper Corporation
604-999-0391
Judith@Cascadero.com

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