

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Cascadero Copper Corporation (the “**Company**”)
554 Kings Road East
North Vancouver, BC V7N 1J3

Item 2 Date of Material Change

May 24, 2019

Item 3 News Release

The Company disseminated a news release dated May 24, 2019 and subsequently filed a copy on www.sedar.com.

Item 4 Summary of Material Change

The Company announced the termination of the renegotiated term sheet with InCoR Holdings Limited.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has terminated the renegotiated term sheet with InCoR Holdings Limited that was previously announced on April 5, 2019. The term sheet was terminated due to certain issues that could not be resolved between the parties.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Contact: Bill McWilliam, VP Exploration
Telephone: 604.924.5504

Item 9 Date of Report

May 24, 2019.