FORM 51-102F3
Material Change Report

1. Name and Address of Company

CANDENTE GOLD CORP.
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2. Date of Material Change

May 20th. 2016

3. News Release

Date of Issuance: May 24th, 2016.

Method of Issuance: The News Wire

4. Summary of Material Change

Please see attached News Release.

5. Full Description of Material Change

Please see attached News Release.

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

Not Applicable.

7. Omitted Information

Nil.

8. Executive Officer

Contact: Joanne Freeze, CEO and Corporate Secretary
Telephone: (604) 689-1957 or (604) 512 3359

9. Date of Report

May 25th, 2016

NEWS RELEASE

Candente Gold Grants Stock Options

Vancouver, British Columbia, May 24th, 2016. Candente Gold Corp. (TSXV:CDG) ("Candente Gold" and/or the "Company") announces that it has granted a total of 5,250,000 incentive stock options (the "Options") to certain directors, officers, members of management and key consultants, as recommended by the Company's Compensation Committee.

"This grant is being made to provide a one-time long term incentive grant to retain and reward future performance of certain key senior management, directors and consultants during challenging market conditions." commented Paul H. Barry, Chair of the Board of Directors.

The Options are exercisable in whole or in part until May 20, 2026 at an exercise price of $0.05 and are subject to the terms and conditions of the Company's incentive stock option plan.

About Candente Gold

Candente Gold's flagship asset is El Oro, a district scale gold project encompassing a well known prolific high grade gold dominant silver epithermal vein system in Mexico. The project covers 20 veins with past production and more than 57 veins in total, from which approximately 6.4 million ounces of gold and 74 million ounces of silver were reported to have been produced from just two of these veins *(Ref. Mexico Geological Service Bulletin No. 37, Mining of the El Oro and Tlapujahua Districts. 1920, T. Flores)*

Modern understanding of epithermal vein systems indicates that several of the El Oro district's veins hold excellent discovery potential, particularly below and adjacent to the historic workings of the San Rafael Vein, which was mined to an average depth of only 200 metres.

Current focus is the evaluation of potential for historic tailings or historic mined areas to generate near-term cash flow. These tailings are left from pre-1930s milling of ores from the Mexican Mine in the El Oro District. These tailings have had extensive historic assessments including drill testing and metallurgical test work. The Mexico Mine Tailings deposit lies within the town of El Oro and covers an area of approximately 5.6 hectares that once reclaimed, will be available for the town's future development. The tailings are adjacent to existing road access, power and water services.

The Mexico Mine Tailings contain an Inferred Resource* of 1,267,400 Tonnes grading 2.94 Au g/t, 75.12 Ag g/t containing 119,900 ounces of gold and 3,061,200 ounces of silver.

*Note: Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. All figures have been rounded to reflect the accuracy of the estimate.

For more information see "National Instrument 43-101 Technical Report on the Inferred Mineral Resource Estimate of the Mexico Mine Tailings" prepared by Nadia Caira, P.Geo. and Allan Reeves, P.Geo., dated August 25, 2014 with an effective date of July 8, 2014 (the "Technical Report") available at www.sedar.com.

Joanne C. Freeze, P.Geo., CEO and Sean I. Waller, P.Eng. are the Qualified Persons as defined by National Instrument 43-101 for the project discussed above. Ms. Freeze and Mr. Waller have reviewed and approved the contents of this release.

Forward-looking Information

This news release may contain forward-looking information (as such term is defined under Canadian securities laws) including but not limited to information regarding the processing of tailings to generate short-term cash flow, the potential for discovery in the El Oro district and other statements that are not historical facts. While such forward-looking information is expressed by Candente Gold in good faith and believed by Candente Gold to have a reasonable basis, they address future events and conditions and are therefore subject to inherent risks and uncertainties including those set out in Candente Gold's MD&A. Factors that cause the actual results to differ materially from those in forward-looking information include, without limitation, gold prices, results of exploration and development activities, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, potential environmental issues, availability of capital and financing and general economic, market or business conditions. Candente Gold expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

On behalf of the Board of Candente Gold Corp.
"Joanne Freeze" P.Geo.
President & CEO

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