

FORM 51-102F3
Material Change Report

1. Name and Address of Company

Candente Gold Corp. (the "**Company**")
Suite 1100 – 1111 Melville Street
Vancouver, B.C., Canada, V6E 3V6
Phone: (604) 689-1957

2. Date of Material Change

August 12, 2016

3. News Release

News releases dated August 15, 2016 were disseminated to the TSX Venture Exchange and through various other approved public media and filed on SEDAR with applicable securities commissions.

4. Summary of Material Change

The Company completed its previously announced non-brokered private placement, raising gross proceeds in the amount of \$500,000.

5. Full Description of Material Change

5.1 Full Description of Material Change

The Company completed its previously announced non-brokered private placement (see Company news releases dated July 11, 2016 and August 4, 2016) (the "**Private Placement**").

The Private Placement comprised of the sale of 10,000,000 units ("**Units**") at a price of \$0.05 per Unit. Each Unit consists of one common share of the Company and one-half of a share purchase warrant (a "**Warrant**"). Each full Warrant is exercisable for one additional common share of the Company for a period of two years at a conversion price of \$0.10 per Warrant share, subject to an acceleration provision triggered if at any time after November 30th, 2016, the Company's common shares have a closing price on the TSX Venture Exchange at or above a price of \$0.20 per share for a period of 10 consecutive trading days, the Company may give notice to the holders by news release that expiration of the Warrants will be accelerated to 40 days from the date of providing such notice. A total of 5,000,000 Warrants were issued pursuant to the Private Placement as part of the Units. All securities issued pursuant to the Private Placement are subject to a four month hold period expiring December 13, 2016.

The Company paid \$18,630.00 in finder's fees in connection with a portion of the Private Placement.

Approximately \$250,000 of the gross proceeds of the Private Placement are to be used to further define drill targets on the El Oro gold-silver project and approximately \$250,000 will be used for working capital and general corporate purposes.

Ridley Rocks Inc., an associated entity of Joanne Freeze, the President, CEO, and a director of the Company, purchased 500,000 Units and Paul H. Barry, a director of the Company, purchased 415,000 Units.

The Private Placement did not result in a material change on the percentage of securities of the Company beneficially owned or controlled by any of the insider places.

The Private Placement was unanimously approved by the entire board of directors of the Company.

The participation by the aforementioned insiders in the Private Placement constitutes a related party transaction (as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*) ("**MI 61-101**"). The Company relied upon exemptions from the valuation and minority shareholder approval requirements contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 to issue the Units to the above-mentioned related parties, as the aggregate fair market value of the Units subscribed for by the related parties is less than 25% of the Company's market capitalization.

This material change report was not filed 21 days prior to the closing of the Private Placement because the Company wished to complete the Private Placement as soon as possible.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Not Applicable.

7. Omitted Information

Not Applicable

8. Executive Officer

Contact: Joanne C. Freeze, President, CEO and Director
Telephone: (604) 689-1957

9. Date of Report

August 25, 2016