FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

CANDENTE GOLD CORP. (the "**Company**")
Suite 801 – 1112 West Pender Street
Vancouver, BC, Canada, V6E 2S1

Item 2 Date of Material Change
November 5th, 2020

Item 3 News Release
Date of Issuance: November 5th, 2020
Method of Issuance: Globenewswire

Item 4 Summary of Material Change

Please see attached News Release.

Item 5 Full Description of Material Change

Please see attached News Release.

5.1 Full Description of Material Change

Please see attached News Release.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

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

Item 9 Date of Report
November 5th, 2020

CANDENTE GOLD CORP
TSX.V:CDG

NEWS RELEASE

Candente Gold announces Cross Distribution and Private Placement

Vancouver, British Columbia, November 5th, 2020. Candente Gold Corp. (TSXV:CDG) ("Candente Gold" and/or the "Company") is pleased to announce that a it intends to complete a non-brokered private placement (the "Private Placement") of up to 4,000,000 common shares ("Shares") at a price of $0.05 per Share for gross proceeds to the Company of up to $200,000.

Joanne Freeze, President and CEO, a control person of Candente Gold Corp., will subscribe for a minimum of 50% of the Private Placement. In connection with the Private Placement, Ms. Freeze plans to complete a cross distribution, whereby she will sell up to 2,000,000 Shares from her holdings in pre-arranged trades (the "Cross") over the facilities of the TSX Venture Exchange Inc. (the "TSXV"). Ms. Freeze will use 100% of the proceeds from the Cross to subscribe for Shares in the Private Placement. The price at which the Cross is completed will be determined in the context of the market.

The Private Placement and the Cross remain subject to all necessary regulatory approvals, including the approval of the TSXV.

The Company intends to use the net proceeds of the Private Placement to advance the recently launched growth strategy to build a cash flowing business platform and gain access to properties with near surface exploration potential while advancing drill targets on the El Oro project, its flagship asset, and general working capital purposes. The Shares issued pursuant to the Private Placement will be subject to a four month's hold period from the date of closing.

The issuance of Shares to Ms. Freeze pursuant to the Private Placement is considered to be a related party transaction subject to TSXV Policy 5.9 and Multilateral Instrument 61-101. Ms. Freeze intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(a) of Multilateral Instrument 61-101 on the basis that participation in the Private Placement by Ms. Freeze will not exceed 25% of the fair market value of Candente Gold Corp's market capitalization. The Private Placement has been approved by the board of directors of the Company.

This press release will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any state in which such offer, solicitation, or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the United States Securities Act of 1933, as amended, and applicable state securities laws.

About Candente Gold

Candente Gold has launched a comprehensive growth strategy to build a cash flowing business platform and gain access to properties with near surface exploration potential while maintaining El Oro as its flagship asset and an integral part of the overall growth strategy. The acquisition of the SDA Plant, the El Dorado historic mines and the Cocula Project signify important initial steps.

The financial benefits from Western Mexico operations and the addition of specialized personnel will translate across platforms to strengthen the Company's efforts to explore and potentially mine areas demonstrated to contain mineralization of value. The Company is currently evaluating other properties that are complimentary to the SDA plant, El Dorado and the Cocula Project.

El Oro is a district scale gold project encompassing a well-known prolific high-grade gold dominant gold-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.

Joanne C. Freeze, P.Geo., President, CEO and Director and Matthew Melnyk, CPG., Director Operations and Director are Qualified Persons as defined by National Instrument 43-101 for the projects discussed above, however they have not been able to visit the El Dorado or Cocula Projects nor the SDA Plant recently due to COVID virus travel restrictions. The work discussed in the News Release is either historical and documented by public records or conducted by Mexican professionals with qualifications similar to those of QP's registered in Canada. Ms. Freeze and Mr. Melnyk 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 potential for 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 and Director

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