

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Carube Copper Corp. (formerly Miocene Resources Limited) (“**Carube Copper**”)
107 Falldown Lane, Box 158
Carp, Ontario K0A 1L0

2. Date of Material Change

September 18, 2015

3. News Release

The press releases disclosing the material change was distributed through the facilities of CNW.

4. Summary of Material Change

Carube Copper announced management restructuring as follows:

Key Officers and Directors as of September 18, 2015 are:

Mr. Alar Soever, P. Geol. Chairman of the Board, Independent Director
Mr. Jeffrey Ackert, B.Sc. (Geology) becomes President and Chief Executive Officer, Director
Dr. Vern Rampton, P.Eng becomes Executive VP Corporate Development, Director
Mr. John McNeice, C.A., CPA. Chief Financial Officer
Mr. Chris Irwin, B.A., LL.B. Corporate Secretary and Counsel

5. Full Description of Material Change

The material changes are fully described in Carube Copper’s press release of September 21, 2015 which is attached as Schedule “A” is incorporated herein.

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

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer.

For further information, contact Jeff Ackert, President & CEO of the Company.

9. **Date of Report.**

This report is dated at Carp, this 21st day of September, 2015.

CARUBE COPPER CORP.

Per: "Jeff Ackert" (Signed)
Jeff Ackert
President & Chief Executive Officer

SCHEDULE 'A'



FOR IMMEDIATE RELEASE
OTTAWA, ONTARIO
SEPTEMBER 21, 2015

Carube Copper Corp. Announces AGM Results, Management Restructuring

Carube Copper Corp. (TSXV: CUC) (the "Company") is pleased to report that all resolutions were passed by the requisite majority at its annual general and special meeting ("AGM") held in Carp, Ontario on September 17, 2015. Following the AGM the Company completed a strategic restructuring of corporate duties with the promotion of Mr. Jeff Ackert, the incumbent Vice President of Exploration, to President and CEO and the appointment of the incumbent President and CEO, Dr. Vern Rampton as Executive Vice-President of Corporate Development.

A total of 39,680,052 shares or 64% of the outstanding shares of the Company were represented at the meeting by proxy or in person. All of the matters submitted to the shareholders for approval as set out in the Company's notice of meeting and information circular dated August 7, 2015, were approved by the requisite majority of votes cast at the AGM.

AGM Approvals

1. Each of the proposed directors, Alar Soever, Vern Rampton, Faramarz Kord, Jeffrey Ackert, Greg LeBlanc, and Mark Pfau, were elected, each receiving at least 99% of the votes cast.
2. The appointment of PricewaterhouseCoopers LLP as auditors was confirmed by 99.9% of the votes.

As fully described in the Information Circular dated August 7, 2015:

3. The Stock Option Plan of the Company was approved by 99.2% of the disinterested votes cast.
4. The RSU/DSU Plan and the reservation for issuance of 5,000,000 common shares under the plan were approved as a resolution by 98.5% of the minority shareholders.
5. The settlement of debt with certain non-arm's-length creditors in the amount of \$103,000 was approved in its entirety by 99.8% of the minority votes cast at the meeting.

Management Restructuring and Corporate Strategy

The Company also announced a strategic restructuring of corporate duties. Mr. Alar Soever will continue in his role as Chairman of Carube Copper while key changes to management result in the promotion of Mr. Jeff Ackert to President and CEO and the appointment of Dr. Vern Rampton as Executive Vice-President of Corporate Development. Mr. Ackert and Dr. Rampton have worked closely together over the last five years to develop Carube's assets and to advance a viable plan to increase corporate value. This restructuring allows Mr. Ackert to take on a stronger leadership role while maintaining Dr. Rampton's considerable expertise and experience.

Key Officers and Directors as of September 18, 2015 are:

Mr. Alar Soever, P. Geol. Chairman of the Board, Independent Director
Mr. Jeffrey Ackert, B.Sc. (Geology) President and Chief Executive Officer, Director
Dr. Vern Rampton, P. Eng Executive Vice President of Corporate Development, Director
Mr. John McNeice, C.A., CPA. Chief Financial Officer
Mr. Chris Irwin, B.A., LL.B. Corporate Secretary and Counsel

Alar Soever, Chairman of the Board of Carube Copper commented: "These changes are another important step in the growth of the Company. I have enjoyed working with both Vern and Jeff over the past two years as we financed the company and listed on the TSXV. Vern in particular has done a great job in building Carube to this point and I am pleased that we will continue to work together in support of Jeff as we continue to grow the company for our shareholders."

At the meeting, Dr. Rampton gave a presentation on how during the course of a severe four and half year bear market, Carube Resources Inc. and Miocene Resources Limited persevered in acquiring , exploring and developing their assets in Jamaica and BC., and thereafter merging to form Carube Copper Corp. He further outlined how the Company is planning to advance its strategy of increasing corporate value while limiting shareholder dilution.

Increasing Shareholder Value

To achieve its goal of increasing shareholder value, Carube Copper continues with **its strategy of joint venturing its properties to large well-funded companies in order to minimize the development cost to Carube Copper while increasing corporate value:**

- **A Joint Venture in Place:** At the Bellas Gate Project in Jamaica, our joint venture partner, OZ Minerals Limited, is in the process of completing \$6.5M on exploration and will earn a 70% interest in the project by the end of this year. To earn an additional 10%, OZ Minerals must complete all work to conclusion of a feasibility study.
- **Three Projects Ready for Joint Venture:** At the Above Rocks, Hungry Gully and Main Ridge Projects in Jamaica, OZ Minerals has completed airborne geophysics. This work has earned OZ Minerals the right to enter into joint ventures on any or all three projects on similar terms to those of the Bellas Gate Joint Venture. OZ Minerals must make that decision before December 20, 2015
- **Two Projects Being Advanced:** At the large Mackenzie and Rogers Creek projects in southwest British Columbia, exploration work is being completed to advance both to a marketable joint venture stage. Interest in the area has increased substantially with Amarc Resources having recently optioned its IKE project to Thompson Creek Metals, which can spend \$15M to earn a 30% interest in the project. The IKE project is adjacent to and directly north of Carube Copper's Mackenzie project.

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Looking to the future, the Company's strategy is to acquire new properties at a reasonable cost. Then, with focused exploration advance them to a joint venture ready stage.

Jeff Ackert, President and CEO of Carube Copper Corp. stated: "I am well prepared and eager to lead the company through the next phase of its growth and to achieve our goals of reliably increasing shareholder value. I have been involved in Carube Resources from its inception, working closely with Vern to bring that company and now Carube Copper to this point. We are excited by Carube's strategic position and its outstanding potential".

Contacts

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– END PRESS RELEASE –

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

About Carube Copper Corp.

Carube Copper Corp. (CUC:TSXV) is a Canadian exploration company focused on the rapid exploration and development of precious metal and copper projects in Jamaica and Canada. Through a wholly owned Jamaican subsidiary, Carube owns a 40% beneficial interest (subject to a 2% NSR) in the Bellas Gate Project, which consists of two highly prospective copper-gold licenses covering 84 square kilometres of the Central Inlier. The Bellas Gate Project is the subject of a joint venture agreement with OZ Minerals Limited, an Australian copper-gold producer with a market capitalization of over \$1B. OZ Minerals can earn a 70% interest (Carube 30%) in the Bellas Gate Project by spending \$6.5M on exploration and can then increase its interest a further 10% by completing a feasibility study. OZ Minerals has flown airborne geophysics over 3 other Carube projects (4 wholly-owned Licences, subject to 2% NSRs, and subsequently can invoke separate joint ventures on each project under similar terms to those applicable to the BGP. Carube also holds a 100% interest in three porphyry copper-gold-molybdenum properties in south-western British Columbia within the Tertiary-aged Cascade Magmatic Arc. Exploration continues on two of these projects, with the goal of joint venturing them to larger exploration and mining companies.

DISCLAIMER AND FORWARD-LOOKING STATEMENTS

This News Release includes certain "forward-looking statements" which are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such

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forward-looking information. Forward looking information in this news release includes, but is not limited to, the Company's objectives, goals or future plans, statements, exploration results, potential mineralization, the estimation of mineral resources, exploration and mine development plans, timing of the commencement of operations and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to failure to identify mineral resources, failure to convert estimated mineral resources to reserves, the inability to complete a feasibility study which recommends a production decision, the preliminary nature of metallurgical test results, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations peoples, other indigenous peoples and land owners, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.