

FORM 51-102F3
Material Change Report

Item 1: Name and Address of Company

PACIFIC CASCADE MINERALS INC.
665 Dougall Road
Gibson, BC V0N 1V8

Item 2: Date of Material Change

September 23, 2019

Item 3: News Release

September 23, 2019

Item 4: Summary of Material Change

Pacific Cascade Minerals Inc. (the "Company") announces closing of private placement.

Item 5: Full Description of Material Change

See attached news release.

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

N/A

Item 7: Omitted Information

None

Item 8: Executive Officer

Harold Forzley, President
Telephone: (604)783-4273

Item 9: Date of Report

September 23, 2019

PACIFIC CASCADE MINERALS INC.

665 Dougall Road
Gibsons B.C. V0N 1V8

PRESS RELEASE

September 23, 2019

TSX-V: PCV.H

Pacific Cascade Announces Closing of Private Placement

Pacific Cascade Minerals Inc. (the "**Company**") today announced it has completed its previously announced private placement (the "**Private Placement**") by issuing \$149,500.00 principal amount of unsecured convertible promissory notes (the "**Notes**"). The term of the Notes is one year. The Notes bear interest at the rate of seven (7%) percent per annum, convertible at the option of the holder into securities of the Company following re-activation of the Company as a Tier 2 issuer on the TSXV.

The principal amount of the Notes will be convertible following re-activation of the Company as a Tier 2 issuer to units (the "**Units**") of securities of the Company for the price of \$0.05 per Unit. Each Unit will consist of one common share of the Company and one share purchase warrant exercisable for \$0.05 for a period of two (2) years from the date of re-activation, for one additional common share of the Company. The Units and all underlying securities will remain subject to the Cease Trade Order issued by the British Columbia Securities Commission February 5, 2016 (the "**CTO**") for failing to file certain outstanding continuous disclosure documents in a timely manner until such order is fully revoked.

The BCSC granted a partial revocation order of the CTO on November 20, 2018 to allow the Company to complete the Private Placement. The granting of the partial revocation order by the BCSC does not guarantee the issuance of a full revocation order in the future.

The proceeds of the Private Placement will be used to prepare and file all outstanding continuous disclosure documents with the British Columbia Securities Commission and Alberta Securities Commission and pay the associated fees, to pay certain receivables and for general working capital purposes. Once those filings have been completed, the Company expects to apply for a full revocation of the CTO.

The Notes, Units, common shares, share purchase warrants, and shares issued upon exercise of the share purchase warrants are subject to a four month hold period, expiring January 19, 2020.

On behalf of the Board of Directors

"Harold Forzley"

President / CEO

Pacific Cascade Minerals Inc.

For more information contact Harold Forzley, President
hforzley@shaw.ca

Neither TSX Venture Exchange nor its regulation services provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward Looking Statements

Certain of the statements made and information contained herein may contain forward- looking information within the meaning of applicable Canadian securities laws. Forward-looking information includes, but is not limited to, information concerning the Company's intentions with respect to the development of its mineral properties. Forward-looking information is based on the views, opinions, intentions and estimates of management at the date the information is made, and is based on a number of assumptions and subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated or projected in the forward-looking information (including the actions of other parties who have agreed to do certain things and the approval of certain regulatory bodies). Many of these assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by applicable securities laws, or to comment on analyses, expectations or statements made by third parties in respect of the Company, its financial or operating results or its securities. The reader is cautioned not to place undue reliance on forward-looking information.