

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Pan Andean Minerals Ltd.
Suite 520, 800 West Pender Street
Vancouver, BC V6C 2V6

Item 2 Dates of Material Change

May 8, 2017

Item 3 News Release

The press release was disseminated on May 8, 2017 through Stockwatch.

Item 4 Summary of Material Change

Vancouver, BC – May 8, 2017 – Pan Andean Minerals Ltd. (TSX-V: PAD) (“PAD” or the “Company”) announces that further to its news release dated March 27, 2017, the TSX Venture Exchange has granted an extension to the deadline for filing final documentation for this private placement to June 12, 2017. The Company intends to raise up to \$500,000 through the issuance of 10,000,000 units at a price of \$0.05 per unit. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable to purchase one common share of the company at a price of \$0.10 per share for a period of two years from the date of closing of the financing. The Company also announces that, in addition to relying upon other available prospectus exemptions to affect the private placement disclosed herein, the Company intends to rely upon B.C. Instrument 45-536 (distribution through an investment dealer). There is no material fact or material change that has not been generally disclosed.

Item 5 Full Description of Material Change

See attached press release for details.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Gary Anderson, Executive Chairman
Tel: 604.857.2556

Item 9 Date of Report

May 9, 2017

***THIS NEWS RELEASE IS NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES
OR DISSEMINATION IN THE UNITED STATES***

PRIVATE PLACEMENT EXTENSION

Vancouver, BC – May 8, 2017 – **Pan Andean Minerals Ltd. (TSX-V: PAD)** (“**PAD**” or the “**Company**”) announces that further to its news release dated March 27, 2017, the TSX Venture Exchange has granted an extension to the deadline for filing final documentation for this private placement to June 12, 2017. The Company intends to raise up to \$500,000 through the issuance of 10,000,000 units at a price of \$0.05 per unit. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable to purchase one common share of the company at a price of \$0.10 per share for a period of two years from the date of closing of the financing. The Company also announces that, in addition to relying upon other available prospectus exemptions to affect the private placement disclosed herein, the Company intends to rely upon B.C. Instrument 45-536 (distribution through an investment dealer). There is no material fact or material change that has not been generally disclosed.

The private placement is subject to TSX Venture Exchange approval, and all securities are subject to a four-month hold period. In the event that Pan Andean Minerals' common shares trade at a closing price on the TSX Venture Exchange of greater than \$0.25 (25 cents) per common share for a period of 10 consecutive trading days at any time after the closing date of the private placement, Pan Andean may accelerate the expiry date of the warrants by giving notice to the holders thereof, and in such case, the warrants will expire on the 30th day after the date on which such notice is given by Pan Andean. Finders' fees may be payable in connection with the private placement, all in accordance with the policies of the TSX Venture Exchange.

Proceeds from this financing will be primarily used to fund and advance the Peruvian projects and for general working capital.

About Pan Andean Minerals Ltd.

Pan Andean is a Vancouver-based junior resource company that has been listed on the TSX Venture Exchange for 10 years, with a focus on copper and gold exploration. The Company acquires prospective gold and copper-gold exploration properties considered to have significant mineral potential by staking, option or purchase agreements. The Company currently has a portfolio of properties in Peru and Yukon with the focus being Peru.

On behalf of the Board of Directors

Gary W. Anderson
Executive Chairman
604-857-2556
gwaa123@gmail.com

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.