

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

Item 1 Name and Address of Company

CANDENTE GOLD CORP. (the “Company”)
Suite 1100 – 1111 Melville Street
Vancouver, BC, Canada, V6E 3V6

Item 2 Date of Material Change

December 17, 2019

Item 3 News Release

Date of Issuance: December 19, 2019

Method of Issuance: The Newswire

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

December 19, 2019



CANDENTE GOLD CORP

TSX.V:CDG

NEWS RELEASE

Candente Gold announces Annual General Meeting Voting results

Vancouver, British Columbia, December 19th, 2019. Candente Gold Corp. (TSXV:CDG) ("**Candente Gold**" or "**the Company**") is pleased to report that all matters submitted to the shareholders for approval as set out in the Company's Notice of Meeting and Information Circular, dated October 24, 2019, were approved by 77% to 99% of votes cast at the Annual Meeting of Shareholders held on December 17th, 2019 in Vancouver (the "AGM").

All of the current Directors: Joanne C. Freeze, Larry D. Kornze, Ian Ward, Mark Lotz and Matthew Melnyk were re-elected.

Shareholders also voted in favour of (i) appointing Davidson & Company LLP, Chartered Professional Accountants as auditors of the Company for the ensuing year and authorizing directors to fix their remuneration; (ii) approving the Company's Stock Option Plan of the Company; and (iii) approving Other Business that may properly come before the meeting or any adjournment or adjournments thereof.

A total of 35,915,295 shares were voted, representing 32.89% of total shares issued and outstanding as of the record date of the Meeting.

About Candente Gold

Candente Gold's flagship asset is El Oro, a district scale gold project encompassing a well-known prolific high grade gold dominant 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 stacked boiling systems in epithermal vein systems indicates that several of the El Oro district's veins hold multi-million ounce discovery potential, particularly below and adjacent to historic workings of the San Rafael Vein, which was mined to an average depth of only 200 metres. The Company has also delineated 31 new targets for mineralized veins or zones on the property.

In addition to the exploration potential at El Oro, Candente Gold has the right to recover gold and silver from the Mexican Mine Tailings Deposit from the Municipality of El Oro. The Mexico Mine Tailings contain an Inferred Resource* of 1,267,400 Tonnes grading 2.94 Au g/t, 75.12 Ag g/t containing 119,900 ounces of gold and 3,061,200 ounces of silver.

*Note: Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. All figures have been rounded to reflect the accuracy of the estimate. For more information see "National Instrument 43-101 Technical Report on the Inferred Mineral Resource Estimate of the Mexico Mine Tailings" prepared by Nadia Cairra, P.Geo. and Allan

Reeves, P.Ge., dated August 25, 2014 with an effective date of July 8, 2014 available at www.sedar.com.

Joanne C. Freeze, P.Ge., President and CEO, is the Qualified Person as defined by National Instrument 43-101 for the project discussed above. Ms. Freeze has reviewed and approved the contents of this release.

Neither TSX Venture Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy 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 the mineral resource estimate for the Mexico Mine Tailings, the potential for discovery in the El Oro district 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.Ge.
President & CEO

For further information please contact:

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