

**CARACARA SILVER INC.**  
**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Caracara Silver Inc. (the “Company”)  
120 Adelaide Street West  
Suite 2400  
Toronto, Ontario  
M5H 1T1

**Item 2. Date of Material Changes**

June 2, 2015

**Item 3. News Release**

A press release was disseminated on June 2, 2015, through the facilities of Marketwire, copies of which have been filed on SEDAR.

**Item 4. Summary of Material Change**

The Company no longer meets the Tier 1 listing requirements of the TSX Venture Exchange (the “Exchange”) and has been reclassified to a Tier 2 Reporting Issuer.

**Item 5. 5.1 – Full Description of Material Change**

Caracara Silver Inc. (CSV:TSXV) reports that pursuant to an Exchange review and Exchange *Policy 2.5 – Continued Listing Requirements and Inter-Tier Movement* (“Policy 2.5”), it no longer meets the listing conditions for a Tier 1 Reporting Issuer. As of June 1, 2015, the Company has been reclassified to a Tier 2 Reporting Issuer.

Further, pursuant to Policy 2.5, the Company must remain in Tier 2 for a minimum of six months prior to the Exchange accepting an application for graduation to Tier 1.

**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**

Nick Tintor  
Chief Executive Officer  
416-987-0855

**Item 9.      Date of Report**

June 3, 2015