

Form 62-103F1

Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Item 1 – Security and Reporting Issuer

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

The designation of securities to which this report relates are the common shares of Sendero Resources Corp. (“Sendero”).

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The Acquiror acquired the Shares in Sendero on September 27, 2023 in connection with a business combination transaction (the “Transaction”) involving 1319732 B.C. Ltd. (the predecessor entity to Sendero), Sendero Resources Corp. (“Target”) and 1409689 B.C. Ltd. (“140”). In connection with the Transaction, the Target and 140 amalgamated, with the successor entity continuing as a wholly owned subsidiary of 1319732 B.C. Ltd. under the name “Sendero Holdings Ltd.”, and all common shares of the Target were exchanged on a one-for-one basis for common shares of 1319732 B.C. Ltd. Immediately following the amalgamation, 1319732 B.C. Ltd. changed its name to Sendero Resources Corp.

Prior to the Transaction, the Acquiror was a shareholder of the Target and accordingly received the Shares in Sendero as part of the Transaction.

Item 2 – Identity of the Acquiror

- 2.1 State the name and address of the acquiror.

*Independence Fortaleza, Sociedad Limitada (the “Acquiror”)
Canizares 21. 1D.
29002. Malaga
Spain*

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

See Item 1.2.

- 2.3 State the names of any joint actors.

*Hernan Vera (the “Joint Actor”)
Benjamin Aguilar 160 - oeste
CP5400
San Juan
Argentina*

Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.

Prior to the Transaction, the Acquiror held no securities of Sendero and 14,500,000 common shares in the Target. Following the Transaction, the Acquiror held 14,500,000 common shares, which represents approximately 23.11% of the issued and outstanding common shares of Sendero.

- 3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

See Item 3.1. The Acquiror acquired ownership and has control over the Shares pursuant to the Transaction.

- 3.3 If the transaction involved a securities lending arrangement, state that fact.

N/A

- 3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1.

- 3.5 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,

See Item 3.1.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

N/A

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

N/A

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

N/A

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

N/A

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

N/A

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

N/A

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

The Acquiror exchanged 14,500,000 common shares of the Target for 14,500,000 Shares in Sendero in connection with the Transaction.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See Item 1.2.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

See Item 1.2.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The Shares were acquired by the Acquiror for investment purposes.

Following the Transaction, the Joint Actor was appointed as a director of Sendero, Sendero's board of directors appointed the Joint Actor as Chief Executive Officer, and Binyomin Posen resigned from his office of Chief Executive Officer.

Other than disclosed herein, the Acquiror currently has no plans or intentions that relate to or would result in any of the items listed in terms (a) to (k) above. However, depending on market conditions, general economic and industry conditions, trading prices of Sendero's securities, Sendero's business and financial condition and prospects and/or other relevant factors, the Acquiror may develop plans or intentions in the future and, at such time, may from time to time acquire additional securities, or dispose of some or all of the additional securities.

Sendero has entered into an amended and restated executive management agreement with the Acquiror, effective as of February 23, 2023, pursuant to which the Acquiror was retained by Sendero to provide the services of Hernan Vera to Sendero and to act in the capacity of Chief Executive Officer of Sendero. Pursuant to the management agreement, Sendero will issue 1,670,355 additional common shares of Sendero to the Acquiror upon the completion of the listing of the common shares of Sendero on the TSX Venture Exchange.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

The Acquiror is a company controlled by the Joint Actor.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

N/A

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

N/A

Item 9 – Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

...September 27, 2023.....

Date

...(signed) “Hernan Vera”.....

Signature

Hernan Vera

Name/Title