<center>**FORM 51-102F3 - MATERIAL CHANGE REPORT**</center>

1. **NAME AND ADDRESS OF COMPANY**

   Oroco Resource Corp. (the "Company")
   1201 – 1166 Alberni Street
   Vancouver, British Columbia V6E 3Z3

2. **DATE OF MATERIAL CHANGE**

   September 19, 2019

3. **NEWS RELEASE**

   News release dated September 19, 2019 was disseminated through the facilities of Cision PR News Wire.

4. **SUMMARY OF MATERIAL CHANGE**

   The Company closed the second tranche of a private placement of units in the capital of the Company at a price of $0.45 per unit. The tranche was comprised of 1,000,000 units.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

   The Company closed the the second and final tranche of the previously announced non-brokered private placement, issuing 1,000,000 units at a price of $0.45 per unit, for gross proceeds of $450,000 (the "**Financing**"). Gross proceeds from the two tranches was $1,350,000. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole share purchase warrant will be exercisable into one additional common share for a period of 24 months from closing at a price of $0.70 per share.

   The proceeds of the Financing will be used, in part, to improve and develop road access to the North and South Zones at Santo Tomas, construct an exploration camp on the West Bench of the property, and undertake a work campaign on the property involving ground geophysical and geological surveys, including Three Dimensional Induced Polarization programs. In addition, proceeds will be utilized for aspects of project permitting, and the scoping of water and power needs, sources and costs.

   All shares issued in this second tranche, and any shares issued pursuant to the exercise of the warrants, are subject to a hold period expiring January 20, 2020.

6. **RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

   N/A

7. **OMITTED INFORMATION**

   N/A

8. **EXECUTIVE OFFICER**

   Craig Dalziel
   President &Chief Executive Officer
   Tel:     604-688-6200

9. **DATE OF REPORT**

   September 24, 2019