

BC FORM 51-102F3

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE B.C. *SECURITIES ACT*
AND 118(1) OF THE ALBERTA *SECURITIES ACT***

Item 1. Name and Address of Company

Baroyeca Gold & Silver Inc.
1008 – 409 Granville Street
Vancouver, BC V6C 1T2

Item 2. Date of Material Change

June 25, 2019

Item 3. News Release

News Release dated June 24, 2019 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Alberta Securities Commission and Market News Publishing.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer announces that 10:1 share consolidation will be effective at the opening of trading on June 25, 2019.

Item 5. Full Description of Material Change

The Issuer is pleased to announce that the Company's proposed 10 old for 1 new share consolidation (the "Consolidation") announced in its news release of May 8, 2019, has been accepted for filing by the TSX Venture Exchange. There will be no change of name or change of stock symbol as a result of the consolidation.

The Consolidation will be effective with the opening of trading on Tuesday June 25, 2019 at which time the Company's shares will commence trading on the consolidated basis.

Registered shareholders will receive a letter of transmittal from Computershare Trust Company of Canada, the Company's transfer agent, providing instructions on how to submit your pre-consolidation share certificates in exchange for new certificates on the consolidated basis.

The Consolidation will not change a shareholder's proportionate ownership in the Company or the rights of holders of shares. Each share outstanding after the Consolidation will be entitled to one vote and will be fully paid and non-assessable.

If as a result of the Consolidation, a holder of common shares would otherwise be entitled to a fraction of a common share, any fraction, if less than one-half of a common share, shall be cancelled, and if one-half of a common share or greater, shall be rounded up to the next whole common Share.

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

The Issuer is not relying on Subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7. Omitted Information

There is no omitted information.

Item 8. Executive Officer

Richard Wilson, President - (604) 351-3599

Item 9. Date of Report

Dated at the City of Vancouver, in the Province of British Columbia, this 26th day of June, 2019.

“Richard Wilson”

Richard Wilson, President and CEO