

**FORM 51-102F3**  
**Material Change Report**

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

United Hunter Oil and Gas Corp. (the "Company")  
20 Adelaide Street East  
Suite 200  
Toronto, ON M5C 2T6

**2. Date of Material Change(s):**

August 7, 2020

**3. News Release:**

A news release relating to the material changes described herein was released via the facilities of Newsfile Corp. on August 10, 2020.

**4. Summary of Material Change(s):**

The Company announced that it has signed a non-binding letter of intent dated August 7, 2020 with Bocana Resources Ltd., a private company incorporated under the Canada Business Corporations Act, which sets forth the general terms and conditions of a proposed reverse takeover transaction.

**5. Full Description of Material Change:**

**5.1 Full Description of Material Change**

The Company announced that it has signed a non-binding letter of intent dated August 7, 2020 (the "**LOI**") with Bocana Resources Ltd. ("**Bocana**"), a private company incorporated under the *Canada Business Corporations Act* (the "**CBCA**"), which sets forth the general terms and conditions of a proposed reverse takeover transaction (the "**Proposed Transaction**"). In addition and in connection with the Proposed Transaction, the parties have agreed to use their "commercially reasonable efforts" to cause UHO or Bocana to complete a private placement of common shares at a price of at least \$0.10 in accordance with subsection 4.2(h) of Policy 5.4 of the TSX Venture Exchange (the "**Exchange**") (the "**Proposed Private Placement**").

The Proposed Transaction will, pursuant to the policies of the Exchange, constitute a 'reverse takeover' of the Company. The corporation resulting from the Proposed Transaction (the "**Resulting Issuer**") will carry on the business of Bocana as currently constituted and be listed for trading on the Exchange as a Tier 2 mining issuer and the Frankfurt Stock Exchange under the name "Bocana Resources Gold and Silver Corp.", or such other name as the parties may agree.

Pursuant to the terms of the LOI, it is intended that UHO and Bocana will enter into a business combination by way of a share exchange, merger, amalgamation, arrangement, or other similar form of transaction. The final structure of the business combination is subject to receipt by the parties of tax, corporate, and securities law advice and will be

agreed to and superseded by a definitive agreement (the "**Definitive Agreement**") between UHO and Bocana with such agreement to include representations, warranties, conditions and covenants typical for a transaction of this nature. In addition, upon execution of the LOI, UHO advanced to Bocana an unsecured loan in the principal amount of \$20,000 and in accordance with section 6.1 of Policy 5.2 of the Exchange.

The Proposed Transaction is subject to, among other details, final approval of the Exchange and standard closing conditions, including the conditions described below.

### **Overview of Bocana**

Bocana is a private corporation incorporated under the CBCA and carrying on business as a mineral exploration company focused on the acquisition, exploration and development of mineral properties in Bolivia. Bocana, through its wholly-owned subsidiary, Huiracocha International Service SRL, holds a 100% working interest in the mineral properties known as the Escala Area Concessions located at the Department of Potosi, Sud Lipez Province, Bolivia and has pending additional applications with the Corporación Minera de Bolivia to acquire the mining rights to two additional concession areas, also in the Sud Lipez Province of Bolivia.

### **Summary of the Proposed Transaction**

#### *Pre-Closing Capitalization of Bocana*

As of the date hereof, Bocana has (a) 50,585,200 common shares issued and outstanding (the "**Bocana Shares**"), (b) 3,417,500 warrants to acquire 3,417,500 Bocana Shares (the "**Bocana Warrants**") and (c) 417,000 common share purchase broker warrants to acquire 417,000 Bocana Shares (the "**Bocana Broker Warrants**") (the Bocana Shares, Bocana Warrants and Bocana Broker Warrants are collectively referred to herein as the "**Bocana Securities**"). Bocana will conclude an open private placement offering of up to 5,000,000 Bocana Shares at \$0.10 per Bocana Share to raise gross proceeds of up to CAD \$500,000 (the "**Bocana Offering**"). As a condition to completion of the Proposed Transaction and prior to the Proposed Private Placement, Bocana will complete the Bocana Offering.

#### *Pre-Closing Capitalization of UHO*

As of the date hereof, UHO has (a) 24,755,375 common shares issued and outstanding (the "**UHO Shares**") and (b) 1,400,000 outstanding stock options to acquire 1,400,000 UHO Shares (the "**UHO Stock Options**") (the UHO Shares and UHO Stock Options are collectively referred to herein as the "**UHO Securities**").

The UHO Shares are currently listed on the TSXV under the symbol "**UHO**". The UHO Shares are currently halted from trading and are expected to remain halted pending the completion of the Proposed Transaction.

#### *Terms of the Proposed Transaction*

The LOI serves as an agreement in principle concerning a business combination between UHO and Bocana that will result in a reverse takeover of UHO. The Proposed Transaction will take the form of a business combination between UHO and Bocana whereby the UHO Securities and Bocana Securities will be exchanged on a 1:1 basis for an equivalent

security of the Resulting Issuer (other than Bocana Shares or UHO Shares held by shareholders who exercise their dissent rights, if applicable).

Under the terms of the LOI, it is anticipated that Bocana and UHO will enter into the Definitive Agreement pursuant to which the Proposed Transaction will be completed by way of a plan of arrangement, amalgamation, or alternate structure to be determined, the final structure of which will be subject to receipt by the parties of relevant tax, corporate and securities law advice.

The completion of the Proposed Transaction is also subject to several other conditions set out in the LOI, including approval by the directors of the Company and Bocana, satisfactory completion of due diligence, regulatory approval and shareholder approval. A more comprehensive news release will be issued by UHO disclosing details of the Proposed Transaction, including financial information respecting Bocana, the names and backgrounds of all persons who will constitute insiders of the Resulting Issuer, and information respecting sponsorship, once an agreement has been finalized and certain conditions have been met, including:

- I. satisfactory completion of due diligence; and
- II. execution of the Definitive Agreement.

Tim Turner, Chief Executive Officer and a director of UHO owns approximately 15.57% of the outstanding Bocana Shares. As a result of his position as a director and officer of UHO and ownership interest in Bocana, the Proposed Transaction will both constitute a "Non-Arm's Length Transaction" as defined by the policies of the Exchange and a "related party transaction" pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions. The Company will be seeking majority of the minority approval of the Proposed Transaction at a meeting of UHO shareholders. Trading in the UHO Common Shares has been halted and is not expected to resume trading until the Proposed Transaction is completed or until the Exchange receives the requisite documentation to resume trading.

The Company has requested a halt in trading of its UHO Common Shares and, pursuant to the rules of the Exchange, the halt in trading is expected to continue until the completion of the Proposed Transaction. Sponsorship pursuant to rules of the TSXV may be required and UHO plans to apply for a waiver. The Company has not yet engaged a sponsor.

### **Summary of the Proposed Private Placement**

Pursuant to the LOI, the parties have agreed to use their "commercially reasonable efforts" to cause Bocana or UHO to complete a the Proposed Private Placement of common shares (the "**Private Placement Common Shares**") at a price per common share of at least \$0.10 to meet the valuation requirements set out in subsection 4.2(h) of Policy 5.4 of the Exchange. The parties may engage an agent or syndicate of agents (the "**Agents**") for the Proposed Private Placement. A commission may be paid to the Agents or to individual registrants (including selling group members). The Agents may also be granted broker warrants of the number of Private Placement Common Shares sold by the Agents (including selling group members) in the Proposed Private Placement, with each broker warrant entitling the holder thereof to purchase one common share of the Resulting Issuer at a price equal to the price paid per Private Placement Common Share for a period of 12 months from closing of the Proposed Transaction. Further particulars of the Proposed

Private Placement will be disseminated in a news release to be issued upon finalization of its terms.

### **Forward Looking Information**

*Statements in this press release regarding UHO's business which are not historical facts are "forward-looking statements" that involve risks and uncertainties, such as terms and completion of the proposed transaction. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements.*

*Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, execution of a binding Definitive Agreement relating to the Proposed Transaction, Exchange acceptance and if applicable, disinterested shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a UHO should be considered highly speculative.*

*The TSX Venture Exchange Inc. has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this press release.*

### **5.2 Disclosure for Restructuring Transactions**

Not applicable.

#### **6. Reliance on Subsection 7.1(2) of National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not applicable

#### **7. Omitted Information:**

Not applicable

#### **8. Executive Officer Knowledgeable of Material Change:**

Timothy Turner, the CEO of United Hunter Oil and Gas Corp. is knowledgeable about this material change report and may be contacted at (713) 858-3329 or at [info@unitedhunteroil.com](mailto:info@unitedhunteroil.com)

#### **9. Date of Report:**

August 11, 2020