

EARLY WARNING REPORT

Form 62-103F1

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.

Common shares (the "Shares") of Lara Exploration Ltd. (the "Issuer")

The Issuer's head office is at Suite 501, 543 Granville Street, Vancouver, BC V6C 1X8

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 securities were acquired from the Issuer pursuant to the exercise of share purchase warrants exercisable at a price of \$1.00 per Share (the "Warrants").

Item 2 – Identity of the Acquiror

2.1 State the name, principal occupation or employment and address of the Acquiror, and the name, principal business and address of the Acquiror's employer.

Acquiror:

Miles F. Thompson

Mining Executive

Suite 501, 543 Granville Street

Vancouver, BC V6C 1X8

Employer:

Lara Exploration Ltd.

Mineral Exploration

Suite 501, 543 Granville Street

Vancouver, BC V6C 1X8

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.

The transaction described in Item 1.2 was completed on October 16, 2024.

2.3 State the names of any joint actors.

The Acquiror does not have any joint actors in connection with the Issuer's securities.

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.

The Acquiror acquired 230,770 Shares (representing 0.5% of the outstanding Shares).

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.

The Acquiror acquired ownership of and control over the securities.

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

Not applicable.

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.

Immediately before the transaction described in Item 1.2, the Acquiror had ownership of:

- 4,544,373 Shares, representing 9.84% of the Issuer’s outstanding Shares on an undiluted basis;
- Options (“Options”) to purchase an additional 700,000 Shares under the Issuer’s Stock Option Plan; and
- 230,770 Warrants. If the Acquiror exercised all of the Options and all of the Warrants, the Acquiror would have had ownership of 5,475,143 Shares, representing 11.63% of the Shares outstanding on a partially diluted basis (assuming exercise of only the Options and the Warrants held by the Acquiror).

Immediately after the transaction described in Item 1.2, the Acquiror has ownership of:

- 4,775,143 Shares, representing 10.14 % of the Issuer’s outstanding Shares; and
- Options to purchase an additional 700,000 Shares under the Issuer’s Stock Option Plan. If the Acquiror exercised all of the Options, the Acquiror would have ownership of 5,475,143 Shares, representing 11.63% of the Shares on a partially diluted basis (assuming exercise of only the Options held by the Acquiror).

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 of and control:

See Item 3.4.

- (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:**

Nil.

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

Nil.

- 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 3, describe the material terms of the related financial instrument and its impact on the Acquiror's security holdings.**

Not applicable.

- 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 3, 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.**

Not applicable.

- 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.**

Not applicable.

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 paid the Issuer a total of \$230,770 for the 230,770 Shares (\$1.00 each) acquired.

- 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.**

The securities were acquired through a private placement subscription agreement providing for the issuance to the Acquiror of 461,540 units (each consisting of one common share and one-half of a warrant) at a price of \$0.65 each.

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

Not applicable.

Item 5 – Purpose of the Transaction

The Acquiror acquired the securities for investment purposes and has no plans or intentions relating to or that would result in:

- (a) the acquisition of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the Issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the 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 Issuer;
- (f) a material change in the Issuer's business or corporate structure;
- (g) a change in the Issuer's articles, charter, bylaws or similar instruments or another action which might impede the acquisition of control of the Issuer by any person or company;
- (h) a class of securities of the 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; or
- (k) an action similar to any of those enumerated above.

Notwithstanding the foregoing, the Acquiror may acquire or dispose of securities of the Issuer in the open market, in privately negotiated transactions or otherwise, including through the exercise of the Options. The Acquiror's decision to acquire or dispose of securities of the Issuer will depend on general market conditions and other factors.

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

In connection with the securities, the Acquiror has not entered into any agreements with the Issuer or any other entity with respect to any future dealings regarding securities.

Item 7 – Change in Material Fact

Other than as set out herein, there are no changes in a material fact set out in a previous Early Warning Report filed by the Acquiror.

Item 8 – Exemption

In connection with this acquisition of the Issuer’s securities, the Acquiror did not need to rely on an exemption from the requirements in securities legislation applicable to formal bids.

Item 9 – Certification

I, as the 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.

DATED this 17th day of October, 2024.

Signed: *“MILES F. THOMPSON “*

MILES F. THOMPSON