

EARLY WARNING REPORT
Form 62-103F1
Filed Pursuant to National Instrument 62-103

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 (each, a “Share”) of Rackla Metals Inc. (the “Issuer”).

The Issuer has a head office at Suite 650, 200 Burrard Street, Vancouver, British Columbia V6C 3L6.

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 transactions that triggered the requirement to file this report were the acquisition of 1,042,500 Shares on the TSX Venture Exchange open market and 10,000,000 Shares in a private placement transaction (the “Private Placement”).

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Alejandro Emiliano Gubbins Cox (the “Acquiror”), of Calle Mariscal Blas Cerdeña 279, Dpto. 102, Lima 15073, Peru.

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 Acquiror purchased 1,042,500 Shares on the TSX Venture Exchange open market between November 7 and 13, 2024. The Acquiror purchased 10,000,000 Shares in the Private Placement on November 26, 2024.

2.3 State the names of any joint actors.

Not applicable.

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.

As reported in his early warning report dated November 7, 2024, Mr. Gubbins Cox previously owned 10,179,000 common shares of the Company, representing 10.4% of the Company’s issued shares. Since the filing of that report, Mr. Gubbins Cox purchased 1,042,500 common shares of the Company on the TSX Venture Exchange and 10,000,000 Shares in the Private Placement. Accordingly, following the closing of the



Private Placement, Mr. Gubbins Cox owned 21,221,500 common shares, representing approximately 19.7% of the Company's issued shares, an increase of 9.3%.

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

The Acquiror acquired beneficial ownership or control over the Shares that triggered the requirement to file this report.

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.

Prior to the Share acquisitions described herein, the Acquiror owned 10,179,000 Shares of the Company, representing 10.4% of the Issuer's issued Shares, and warrants to purchase 8,333,333 Shares of the Issuer. Following the Share acquisitions described herein, the Acquiror owned 21,221,500 Shares, representing approximately 19.7% of the Issuer's issued Shares, and 8,333,333 warrants. Assuming exercise of the warrants in full, the Acquiror would own 29,554,833 Shares, or 27.5% of the then issued Shares of the Issuer on a partially diluted basis.

Despite the foregoing, however, the warrants have a restriction such that Mr. Gubbins Cox may only exercise at any given time the number of warrants that will not result in his owning or controlling more than 19.99% of the Company's outstanding Shares on a non-diluted basis, without first obtaining disinterested shareholder approval in accordance with the applicable rules and policies of the TSX Venture Exchange.

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 3.4.

(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, and

Not applicable.

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

Not applicable.

- 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.**

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, 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.**

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

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.**

For the 1,042,500 Shares acquired on the TSX Venture Exchange, the Acquiror paid an average of approximately \$0.1191 per Share for total consideration of \$124,135. For the 10,000,000 Shares acquired in the Private Placement, the Acquiror paid \$0.12 per Share for total consideration of \$1,200,000.

- 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.**

For the 10,000,000 Shares acquired in the Private Placement, the Acquiror paid \$0.12 per Share for total consideration of \$1,200,000.

- 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

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 11,042,500 Shares were acquired for investment purposes. The Acquiror may acquire additional securities or dispose of existing securities on the basis of the Acquiror's assessment of market conditions, reformulation of plans and/or other relevant factors, in each case in accordance with applicable securities regulatory requirements.

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.

Not applicable.

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.

Not applicable.

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.

Not applicable.

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A handwritten signature in black ink, appearing to be 'Mg', located in the bottom left corner of the page.

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 26th day of November, 2024.



Alejandro Emiliano Gubbins Cox

