

## NOTICE OF CHANGE IN CORPORATE STRUCTURE

### Pursuant to Section 4.9 of National Instrument 51-102 *Continuous Disclosure Obligations*

#### Item 1 Names of the Parties to the Transaction

0749116 B.C. Ltd. (formerly, Baroyeca Gold & Silver Inc.) (the “**Company**”) (dba Terra Rossa Gold), 1460971 B.C. Ltd. (“**Subco**”), and Terra Rossa Gold Ltd. (“**TRG**”), a British Columbia company.

#### Item 2 Description of the Transaction

On October 20, 2025, the Company completed its reverse takeover transaction (the “**Transaction**”) with TRG. The Transaction was completed pursuant to TSX Venture Exchange (the “**Exchange**”) Policy 5.2 – *Changes of Business and Reverse Takeovers*.

As of October 17, 2025 and in connection with the Transaction, the Company changed its name from “Baroyeca Gold & Silver Inc.” to “0749116 B.C. Ltd.”. In addition, effective October 17, 2025 and in connection with the Transaction, the Company completed a consolidation of the common shares of the Company (the “**Consolidation**”) on a basis of fourteen (14) pre-consolidation shares for one (1) post-consolidation share (each post-consolidated share, a “**Common Share**”).

In accordance with the terms and conditions of the amalgamation agreement entered into between the Company, TRG, and Subco, dated October 30, 2024, as amended from time to time (the “**Amalgamation Agreement**”), the Transaction was completed by way of a three-cornered amalgamation, whereby, among other things:

- (i) Subco amalgamated with TRG to form an amalgamated company (“**Amalco**”), a wholly-owned subsidiary of the Company;
- (ii) holders of common shares in the capital of TRG (each, a “**TRG Share**”) received one (1) Common Share for each one (1) TRG Share held and the TRG Shares were cancelled; and
- (iii) all issued and outstanding share purchase warrants and stock options of TRG that were exercisable to acquire TRG Shares have ceased to represent a right to acquire TRG Shares and provides the right to acquire Common Shares as of closing of the Transaction (the “**Closing**”).

The Company appointed new officers and directors in connection with the Transaction.

In connection with the Transaction, TRG completed a concurrent non-brokered private placement for the issuance of 11,895,000 special warrants (the “**Special Warrants**”) at a price of \$0.50 per Special Warrant for aggregate gross proceeds of \$5,947,500 (the “**Special Warrant Financing**”). Each Special Warrant was automatically converted, without payment of any additional consideration and without further action on the part of the holder thereof, concurrent with Closing, into one unit of TRG, comprised of one (1) TRG Share and one (1) share purchase warrant exercisable to acquire Common Shares at a price of \$0.75 per share for a period of two years. Concurrent with the Closing, each TRG Share was exchanged for a Common Share.

The business of the Company going forward will be that of TRG’s business, and is further described in the Company’s filing statement dated September 29, 2025 (the “**Filing Statement**”), which is available under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Effective as at the opening of trading on October 22, 2025, the Company resumed trading as a Tier 2 Mining Issuer on the Exchange under the symbol “**TRR**”.

**Item 3 Effective Date of the Transaction**

October 20, 2025.

**Item 4 Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity**

Not applicable.

**Item 5 Date of the Reporting Issuer’s First Financial Year-End after the Transaction, if applicable**

December 31, 2025.

**Item 6 The Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer’s First Financial Year after the Transaction, if applicable**

<b>Period and Ending Date</b>	<b>Comparative Period and Ending Date</b>
Interim financial statements of the Company (prior to the Transaction) for the three-month period ended August 31, 2025.	Interim financial statements of the Company (prior to the Transaction) for the three-month period ended August 31, 2024.
Interim financial statements of TRG for the nine-month period ended September 30, 2025.	Interim financial statements of TRG for the nine-month period ended September 30, 2024.

<b>Period and Ending Date</b>	<b>Comparative Period and Ending Date</b>
Annual consolidated financial statements of the Company for the year ended December 31, 2025.	Annual consolidated financial statements of the Company for the year ended December 31, 2024.

**Item 7. Documents filed under NI 51-102 that describe the Transaction**

The following documents describing the Transaction were filed on SEDAR+ and are available on [www.sedarplus.ca](http://www.sedarplus.ca) under the profile for the Company:

- a. news release dated November 1, 2024, announcing the Transaction;
- b. news release dated March 18, 2025, providing an update on the Transaction;
- c. Filing Statement dated September 29, 2025;
- d. technical report dated May 12, 2025 and signed September 23, 2025, entitled “*NI 43-101 Technical Report on the Vetas Gold Project Vetas, Santander, Colombia*”;
- e. news release dated September 29, 2025, announcing receipt of conditional approval from the Exchange and the filing of the Filing Statement;
- f. news release dated October 9, 2025 providing an update on the Transaction regarding a delay in the contemplated name change due to a labor dispute between the British Columbia General Employees’ Union and the government of British Columbia, BC Registries;
- g. news release dated October 20, 2025 announcing completion of the Transaction;
- h. Certificate of Change of Name; and
- i. material change report dated October 21, 2025 in respect of the closing of the Transaction.

**Dated:** October 24, 2025

**0749116 B.C. LTD.**

Per:           /s/ "Latika Prasad"            
Latika Prasad  
Chief Financial Officer and Corporate Secretary