FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **NAME AND ADDRESS OF COMPANY**

   Oroco Resource Corp. (the "Company")
   1201 – 1166 Alberni Street
   Vancouver, British Columbia V6E 3Z3

2. **DATE OF MATERIAL CHANGE**

   September 23, 2025

3. **NEWS RELEASE**

   News release dated September 24, 2025 was disseminated through the facilities of Meltwater News Canada Inc.

4. **SUMMARY OF MATERIAL CHANGE**

   The Company added Faysal Abhem Rodriguez Valenzuela to its board of directors.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

   The Company added Faysal Abhem Rodriguez Valenzuela to its board of directors to hold office until the Company's next annual general meeting.

6. **RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

   N/A

7. **OMITTED INFORMATION**

   N/A

8. **EXECUTIVE OFFICER**

   Craig Dalziel
   President &Chief Executive Officer
   Tel: 604-688-6200

9. **DATE OF REPORT**

   October 10, 2025

Oroco Welcomes Faysal Rodriguez to its Board of Directors

VANCOUVER, British Columbia – September 24, 2025 – Oroco Resource Corp. (**TSX-V: OCO; OTCQB: ORRCF**) ("**Oroco**" or "**the Company**") is pleased to announce the appointment of Mr. Faysal Rodriguez to its Board of Directors. Mr. Rodriguez is a seasoned mining executive who currently serves as Senior Vice President, Mexico at Torex Gold Resources Inc. He brings over 25 years of mining industry experience to Oroco, with a career that spans multiple countries and major mining companies. In his current role at Torex Gold, Mr. Rodriguez has been instrumental in leading operations at the El Limón-Guajes and Media Luna gold mines in the Morelos Complex in Guerrero, Mexico – a role in which he successfully achieved record safety and production results. His extensive background in mine development, operations, government and community relations will greatly complement Oroco's leadership team as the Company advances the Santo Tomás copper project.

"*We are thrilled to welcome Mr. Rodriguez to Oroco's Board of Directors,"* said Craig Dalziel, Executive Chairman of Oroco. "*Faysal's depth of experience in developing and operating mines in Mexico – particularly his familiarity with the region around Santo Tomás – will be a tremendous asset for the Company. He has demonstrated exceptional leadership and a commitment to safety and community engagement throughout his career, qualities that align perfectly with Oroco's values. We look forward to his contributions in guiding Oroco's strategy as we advance the Santo Tomás project. We sincerely hope our shareholders recognize the significance of Faysal's commitment to Oroco and the Santo Tomás Project.*"

Mr. Rodriguez commenced his mining career at Goldcorp's El Sauzal gold mine in Chihuahua, a site located approximately 32 km east-northeast of Oroco's Santo Tomás project. Originally from the town of Choix in Sinaloa, Faysal Abhem Rodriguez Valenzuela grew up in northwestern Mexico and earned a degree in Civil Engineering from the Universidad Autónoma de Sinaloa. Following his early days at El Sauzal, he went on to hold senior roles with several prominent mining companies – including Glamis Gold, Agnico Eagle, Nyrstar, Geologix Explorations, and Primero Mining – gaining broad experience across mining operations in Mexico, Honduras, Peru and Chile. Early in his career, Mr. Rodriguez also served as a municipal councillor, giving him a unique perspective on local governance and community engagement within mining regions. This blend of technical expertise and community relations experience has defined Mr. Rodriguez's approach to responsible resource development.

In 2018, Mr. Rodriguez joined Torex Gold's flagship operations in Mexico as General Manager of the El Limón-Guajes ("**ELG**") Mine Complex. In that capacity, he led the team to achieve unprecedented safety performance and record gold production at the ELG mine. His success at ELG led to his promotion to Vice President, Mexico in June 2020. Today, as Torex Gold's Senior Vice President, Mexico, Mr. Rodriguez oversees the company's mining portfolio and growth initiatives throughout the country. Faysal has built a proven track record of leadership across various facets of the industry – including mine management, operations, finance, external relations, health & safety, and human resources. This comprehensive and community-focused skill set will be invaluable to Oroco as the Company progresses through advanced study and development stages at Santo Tomás.

"*As a former temporary resident of Choix I am delighted to welcome Faysal, a true native son of Choix, to our Board*," said Ian Graham, President of Oroco. "*As we launch into the feasibility studies phase of our project, Faysal's support and guidance is most welcome. Juntos somos más*."

ABOUT OROCO

The Company holds a net 85.5% interest in those central concessions that comprise 1,173 hectares "the Core Concessions" of The Santo Tomas Project, located in northwestern Mexico. The Company also holds an 80% interest in an additional 4,948 hectares of mineral concessions surrounding and adjacent to the Core Concessions (for a total Project area of 6,121 hectares, or 15,125 acres). The Project is situated within the Santo Tomas District, which extends up to the Jinchuan Group's Bahuerachi Project, approximately 14 km to the northeast. The Project hosts significant copper porphyry mineralization initially defined by prior exploration spanning the period from 1968 to 1994. During that time, the Project area was tested by over 100 diamond and reverse circulation drill holes, totaling approximately 30,000 meters. Commencing in 2021, Oroco conducted a drill program (Phase 1) at Santo Tomas, with a resulting total of 48,481 meters drilled in 76 diamond drill holes.

Subsequent to the drilling at Santo Tomas, the resource estimates and engineering studies led to a revised MRE and an updated PEA being published and filed in August of 2024, which studies are available online at the Company's website at www.orocoresourcecorp.com and by reviewing the Company profile on SEDAR+ at www.sedarplus.ca.

The Santo Tomás Project is located within 170 km of the Pacific deep-water port at Topolobampo and is serviced via highway and proximal rail (and parallel corridors of trunk grid power lines and natural gas) through the city of Los Mochis to the northern city of Choix. The property is reached, in part, by a 32 km access road originally built to service Goldcorp's El Sauzal Mine in Chihuahua State.

Additional information about Oroco can be found on its website and by reviewing its profile on SEDAR+ at www.sedarplus.ca.

For more information, please contact:

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Cautionary Note Regarding Forward-Looking Information

This news release includes certain "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact included herein, including, without limitation, statements relating to future events or achievements of the Company, and the use of funds from the Offering, are forward-looking statements. There is no assurance that the proceeds of the Offering will be expended as contemplated. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. Readers should not place undue reliance on the forward-looking statements and information contained in this news release concerning these matters. Oroco does not assume any obligation to update the forward-looking statements should they change, except as required by law.