

JANUARY 7, 2026
PUBLIC OFFERING OF UNITS
FOR GROSS PROCEEDS OF UP TO C\$15 MILLION
TERMS OF OFFERING
NOT FOR GENERAL DISTRIBUTION IN THE UNITED STATES

A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces and territories of Canada (except Quebec). Copies of the final base shelf prospectus, and any applicable shelf prospectus supplement, and any amendment to the documents, may be obtained from Canaccord Genuity Corp at ecm@cgf.com and are also available electronically at www.sedarplus.ca.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus, any amendment, and any applicable shelf prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

The securities offered under this short form prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) (the "United States"), and may not be offered or sold within the United States, or to, or for the account or benefit of a U.S. Person (as defined in Rule 902(k) of Regulation S under the U.S. Securities Act) or a person in the United States, except in transactions exempt from registration under the U.S. Securities Act and applicable U.S. state securities laws.

Issuer:	Oroco Resource Corp.
Issue:	Treasury offering (the " Offering ") of 39,474,000 units (" Units "), each unit comprised of one common share of the Company (the " Shares ") and one-half of one common share purchase warrant (a " Warrant ").
Offering Price:	C\$0.38 per Unit (the " Offering Price ").
Warrant:	Each Warrant shall be exercisable into one common share of the Company (each a " Shares ") for a period of 36 months from the closing date at an exercise price of C\$0.53 per Warrant Share.
Amount:	Approximately C\$15 million (C\$17.25 million if the Over-Allotment Option is exercised in full).
Over-Allotment Option:	The Company has granted the Lead Underwriter (as defined below) an option (the " Over-Allotment Option "), to purchase up to that number of additional Units equal to 15% of the Units sold pursuant to the Offering at a price equal to the Offering Price, which Over-Allotment Option may be exercisable, at any time, for a period of 30 days after and including the Closing Date.

Offering Basis:	Bought deal public offering of Units by way of a Prospectus Supplement to be filed in all provinces of Canada, other than Québec. The Units may be offered and sold in the United States or to, or for the account or benefit of, persons in the United States or U.S. Persons by way of a private placement (i) directly by the Company on a substituted-purchaser basis to “accredited investors” meeting one or more of the criteria in Rule 501(a) of Regulation D (“ Regulation D ”) under the U.S. Securities Act pursuant to Rule 506(b) of Regulation D and/or Section 4(a)(2) thereof and similar exemptions under applicable state securities laws, or (ii) by the Lead Underwriter directly to “qualified institutional buyers” pursuant to, and as defined, in Rule 144A under the U.S. Securities Act and in accordance with applicable state securities laws. The Units may also be offered in sold in certain offshore jurisdictions (provided that in such offshore jurisdictions does not give rise to the filing of a prospectus or registration statement or to any continuous disclosure obligations).
Listing:	An application will be made to list the Shares on the TSXV (the “Exchange”). The Company’s common shares are listed on the Exchange under the ticker “OCO”.
Use of Proceeds:	The Company intends to use the net proceeds from the Offering to fund commencement of Pre-Feasibility Study drilling at the Santo Tomás copper project, advance baseline environmental and permitting work, and for general corporate working capital.
Form of Offering:	Bought deal, subject to entering into a mutually acceptable underwriting agreement containing “disaster out”, “regulatory out” and “material change out” clauses running to the closing of the Public Offering.
Eligibility:	The Shares will be qualified investments under the <i>Income Tax Act</i> (Canada) for RRSPs, RESPs, RRIFs, DPSPs, RDSPs, TFSAs, and FHSAs.
Commission:	The Company will pay a fee in connection with the Offering comprised of a cash fee equal to up to 6% of the aggregate gross proceeds of the Offering.
Corporate Finance Fee:	The Company shall pay to the Lead Underwriter a corporate finance fee, equal to \$200,000 in cash (the “ Corporate Finance Fee ”).
Closing Date:	On or about January 14, 2026, or such other date as agreed to by the Company and Canaccord Genuity (the “ Closing Date ”).
Lead Underwriter:	Canaccord Genuity Corp. (“ Canaccord Genuity ”) as Lead Underwriter (the “ Lead Underwriter ”) and Sole Bookrunner.