

BC FORM 51-102F3

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE B.C. *SECURITIES ACT*
AND 118(1) OF THE ALBERTA *SECURITIES ACT***

Item 1. Name and Address of Company

Baroyeca Gold & Silver Inc.
Penthouse 8 - 1060 Alberni Street
Vancouver, BC V6E 4K2

Item 2. Date of Material Change

December 14, 2010

Item 3. News Release

News Release dated December 14, 2010 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Alberta Securities Commission and Market News Publishing.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer announces the appointment of a director and grants options.

Item 5. Full Description of Material Change

The Issuer is pleased to announce that Douglas E. Eacrett has been appointed a director of the Issuer. Mr. Eacrett is a practicing corporate and securities lawyer in Vancouver, British Columbia, with over fifteen years experience as an officer and/or director of a number of publicly traded companies. In addition to his training as a lawyer, Mr. Eacrett holds a Chartered Accountant designation and is a member of the Institute of Chartered Accountants of British Columbia.

In connection with his appointment as a director, the Issuer has granted Mr. Eacrett incentive stock options to acquire up to 400,000 shares in the capital of the Issuer at a price of \$0.15 per share, such options to be effective from the date the Issuer's shares are listed for trading on the TSX Venture Exchange and exercisable for five years thereafter.

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

The Issuer is not relying on Subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7. Omitted Information

There is no omitted information.

Item 8. Executive Officer

Richard Wilson, Director - (604) 669-3999

Item 9. Date of Report

Dated at the City of Vancouver, in the Province of British Columbia, this 14th day of December, 2010.

"Richard Wilson"

Richard Wilson, Director