

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

February 10, 2011

Item 3. News Release

News Release dated February 10, 2011 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 an exploration update.

Item 5. Full Description of Material Change

The Issuer is pleased to announce that work recommenced on its properties situated in Sonora State, Mexico on December 7, 2010. The User's holdings include the Baroyeca 4 Property, wholly-owned by the User, comprising 7,697 hectares and four concessions, the Baroyeca, Baroyeca Dos, Baroyeca Dos Frac I and the Baroyeca Dos Frac II, held by way of option (the "Option Property") comprising 688 hectares. While the Option Property overlies a number of historic workings dating to the early 1700's, the Baroyeca 4 Property has had no known previous work, other than the preliminary geological programs conducted by the Issuer.

In the Issuer's 43-101 Technical Report on the properties, available for review on SEDAR at www.sedar.com, in Section 19 "Interpretation and Conclusions", based on the sampling conducted, the author identified the mineralization on the Baroyeca 4 Property as epithermal and IOCG (iron oxide-copper-gold) style systems and then recommended, amongst other things, programs of geophysics, magnetics and radiometrics by air and ground gravity and induced polarization

("IP") on the surface, together with trenching, due to the poor rock exposure on the property. The purpose of these programs is to provide geological information to assist in identifying targets for the following recommended drill program.

In working through these recommendations, to date, the Issuer has:

- completed a new 15-man camp
- completed 38 kilometers of grid lines for the surveys
- completed a geochemical survey over the grid
- completed ground magnetometer and three dimensional IP geophysical surveys in the area of the grid
- engaged Geyza Lorinczi, P. Eng. Geo., who has experience on IOCG deposits, as Project Geologist who is conducting ongoing mapping and interpretation of results
- further road construction and trenching ongoing

Upon completion of the mapping and interpretation of the results from the described programs, the Issuer intends to carry out the recommended drilling program on targets identified by the Project Geologist. It is anticipated that drilling may commence as early as mid-March.

Further information will be provided when available.

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 10th day of February, 2011.

"Richard Wilson"

Richard Wilson, Director