

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

June 1, 2012

Item 3. News Release

News Release dated June 1, 2012 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 private placement closed off and director resigns.

Item 5. Full Description of Material Change

The Issuer is pleased to announce that it has closed off its private placement previously announced in February, 2012, by which it has sold \$328,999.95 of its securities consisting of 2,193,333 units at a price of \$0.15 per unit, each unit consisting of one common share and one non-transferable share purchase warrant, each such warrant entitling the holder to acquire one additional common share at a price of \$0.20 per share for one year. In conjunction with the private placement, the Issuer has agreed to pay finders' fees of \$8,820 in cash. The private placement is subject to final acceptance by the Exchange.

Director resigns

The Issuer also announces that Erik Ostensoe, after five years of service, has resigned as a director of the Issuer. The Issuer thanks Mr. Ostensoe for his contribution to the Issuer over those five years and wishes him great success in his further endeavors.

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, President - (604) 669-3999

Item 9. Date of Report

Dated at the City of Vancouver, in the Province of British Columbia, this 1st day of June, 2012.

"Richard Wilson"

Richard Wilson, President and CEO