

Baroyeca Gold & Silver Inc.: Early Warning News Release

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This press release is being issued in connection with the filing of an early warning report (the "Early Warning Report") by Cedar Capital Corporation (the "Acquiror"), regarding the acquisition of securities of 0749116 B.C. Ltd. (formerly, [Baroyeca Gold & Silver Inc.](#)) (dba Terra Rossa Gold Ltd.) (the "Issuer") by the Acquiror, pursuant to the requirements of National Instrument 62-103 - *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*. The Acquiror is a British Columbia corporation and has a head office at Suite 905 - 1111 West Hastings Street, Vancouver, British Columbia V6E 2J3. The Issuer's head office is located at 615-800 West Pender Street Vancouver, British Columbia V6C 2V6.

On October 20, 2025, the Acquiror acquired 10,900,000 common shares in the capital of the Issuer (the "Consideration Shares").

The Consideration Shares were acquired in connection with the completion of a reverse takeover transaction (the "Transaction") involving the Issuer and Terra Rossa Gold Ltd. ("TRG"). In connection with the Transaction, the Acquiror acquired the Consideration Shares in exchange for the sale of 10,900,000 common shares of Terra Rossa Gold Ltd. (the "TRG Shares"), pursuant to an amalgamation agreement dated October 30, 2024, between the Issuer, TRG, and 1460971 B.C. Ltd., a wholly-owned subsidiary of the Company ("Subco").

Immediately prior to the Transaction, the Acquiror did not, directly or indirectly, hold any securities of the Issuer. Following the Transaction, the Acquiror, had ownership, exercised control or direction over, 10,900,000 common shares of the Issuer (the "Common Shares"), representing approximately 14.98% of the issued and outstanding Common Shares on a non-diluted basis.

The Acquiror holds the Consideration Shares for investment purposes. The Acquiror does not have any current intentions to increase or decrease their beneficial ownership or control or direction over any additional securities of the Issuer. The Acquiror may, from time to time and depending on market and other conditions, otherwise acquire additional Common Shares and/or other equity, debt or other securities or instruments of the Issuer in the open market or otherwise, and reserves the right to dispose of any or all of the securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the securities, the whole depending on market conditions, the business and prospects of the Issuer and other relevant factors.

For further information, or to obtain a copy of the Early Warning Report filed under applicable securities laws, please contact:

Melissa Martensen, Corporate Secretary

Telephone: +1 604 638 2545
Email: martensen@slater.group

This early warning news release is issued under the early warning provisions of Canadian securities legislation, including National Instrument 62-104 - *Take-Over Bids and Issuer Bids* and National Instrument 62-103 - *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*

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