

FORM 12

**NOTICE OF PROPOSED STOCK CONSOLIDATION
OR RECLASSIFICATION**

Name of Listed Issuer: MEDARO MINING CORP. (the “Issuer”)

Trading Symbol: MEDA

Date: April 10, 2024

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

The Issuer has approved a consolidation (the “Consolidation”) of the Issuer’s common shares (the “Shares”) on the basis of one post-Consolidation Share for every ten pre-Consolidation Shares (1 new: 10 old). In connection with the Consolidation, no fractional shares will be issued. If, as a result of the Consolidation, the holder of post-Consolidation Shares would otherwise be entitled to a fraction of a share, each fractional share following conversion that is less than one-half of a Share will be cancelled and each fractional share that is at least one-half of a share will be rounded up to the nearest whole number. No cash consideration will be paid in respect of fractional shares. The Issuer is authorized to issue an unlimited number of common shares without par value and, accordingly, its British Columbia Notice of Articles are unaffected by the Consolidation.

2. Number of securities outstanding and reserved for issuance following the reclassification

The Issuer currently has 94,514,572 issued and outstanding Shares and 22,638,830 Shares reserved for issuance. Following the Consolidation, the Issuer will have approximately 9,451,457 issued and outstanding Shares and approximately 2,263,883 Shares reserved for issuance.

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

Immediately after the Consolidation of the Issuer’s share capital, it is anticipated that the voting and equity rights of the Issuer’s public shareholders shall be unaffected. It is also the expectation of the Issuer that the liquidity of the market for the Issuer’s listed securities will improve as it will provide the Issuer with increased flexibility to seek additional financing opportunities.

4. Date of shareholders’ meeting to approve the reclassification

Not applicable. The Consolidation was approved by way of directors’ consent resolutions in accordance with the Articles of the Issuer.

5. Record date for the reclassification

The record date of the Consolidation is April 19, 2024, and the effective date is April 18, 2024.

6. **Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated April 10, 2024

Faizaan Lalani
Name of Director or Senior Officer

/s/ Faizaan Lalani
Signature

President
Official Capacity