

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

CUORO RESOURCES CORP. (the "Issuer")
#1305 - 1090 W. Georgia Street
Vancouver, BC, V6E 3V7
Phone: (604) 685-9316

2. Date of Material Change

October 26, 2012

3. Press Release

The press release was released on October 26, 2012 through various approved public media and filed with the TSX Venture Exchange and the British Columbia, Alberta and Ontario Securities Commissions.

4. Summary of Material Change(s)

See attached press release for details.

5. Full Description of Material Change

See attached press release for details.

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

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

Nick DeMare, Chief Financial Officer
Phone: (604) 685-9316

9. Date of Report

October 26, 2012



CuOro Resources Announces Changes and Additions to Management and Board of Directors

VANCOUVER, BRITISH COLUMBIA – October 26, 2012 – CuOro Resources Corp. (TSX VENTURE: CUA) (FRANKFURT: 6BC) (OTCQX: CRUOF) ("CuOro" or the "Company") announces that Director John Seaman has been appointed interim President & CEO, that Iain Kelso has been promoted to VP Exploration, and that Mr. Pablo Orsolani has been retained to serve as General Manager in Colombia. The Board has accepted Mr. Sedgemore's resignation as President & CEO and Director of the Company, and has begun a search for a full time replacement.

John Seaman, commented, "The Board wishes to thank Mr. Sedgemore for his service as President & CEO and we wish Robert the best in his future endeavors."

Mr. Iain Kelso, P.GeO has been appointed VP of Exploration. Mr. Kelso has over 10 years of experience in the mineral exploration industry with extensive experience in mineral resource estimation, NI 43-101 reporting, and management of exploration programs involving a variety of commodities and projects in North and South America, Africa and Central Asia. Mr. Kelso is a Qualified Person under the terms defined by NI 43-101 and has been living in Colombia for the past 4 years. Mr. Kelso has been working for the Company as senior project geologist overseeing the Santa Elena exploration program since July, 2012.

In addition, the Company has strengthened its Colombian operating team through the appointment of Mr. Pablo Orsolani as General Manager of the Company's subsidiary in Colombia. Mr. Orsolani has 30 years of experience in international business and is fluent in English and Spanish. Most recently, Mr. Orsolani was COO of Atlantis Gold and President of its Colombian operations, successfully merging the company with LSE listed Touchstone Gold. Previously, Mr. Orsolani was CFO and Director of Galway Resources, and prior to that Mr. Orsolani was involved with sale of a Jordex Resources asset to Anglo American for \$65M. Mr. Orsolani has a strong expertise in the restructuring and the optimization of businesses to unlock and create value. Mr. Orsolani holds a Mechanical Engineering degree from Universidad Simon Bolivar, Caracas, Venezuela; he also holds two masters' degrees from Massachusetts Institute of Technology (MIT), an MBA from the Sloan School and a Master of Science in Mechanical Engineering.

John Seaman, commented "The Board welcomes these two strong executives to our management team. Mr. Kelso and Mr. Orsolani bring a wealth of knowledge and experience to CuOro and their experience will be extremely valuable to the Company as it moves forward with its exploration plans."

About CuOro Resources Corp.

CuOro Resources (TSX VENTURE:CUA) is a Canadian publicly-listed exploration company focused on its flagship Santa Elena Copper project, located in Antioquia, Colombia. Santa Elena hosts a potential high-grade near surface VMS deposits. The Company is managed by an experienced and technical team residing in Medellin, Colombia and is well capitalized. The long-term growth strategy is to continue identifying and acquiring new assets in South America with a focus on copper and gold, with the commitment to upholding the highest environmental and social standards.

On Behalf of the Board of Directors of CuOro,

John Seaman, CEO



Forward Looking Statement

Statements contained in this news release that are not historical facts constitute "forward-looking statements" or "forward-looking information" within the meaning of applicable securities laws and are based on expectations, estimates and projections as of the date of this release. Forward-looking statements include, without limitation, the Company's expected completion of the New Drilling Report, the anticipated exercise of the options by Pacific Road and the success of ongoing exploration activities. The words "is expected" or "estimates" or variations of such words and phrases or statements that certain actions, events or results "may" or "could" occur and similar expressions identify forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The estimates and assumptions of the Company contained in this release which may prove to be incorrect, include, but are not limited to the balance of the terms and conditions of the Transaction Agreement, as amended by the Amending Agreement (collectively, the "Agreement"), being met by each of the Company and Pacific Road, Pacific Road completing all of the investments contemplated under the terms of the Agreement and the TSXV approving the contemplated private placements of the units.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to: the Company and/or Pacific Road failing to fulfill the terms and conditions of the Agreement, fluctuations in the spot and forward price of gold or certain other commodities; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada, Colombia or other countries in which the Company does business or may carry on business in the future; business opportunities that may be presented to, or pursued by, the Company; operating or technical difficulties in connection with mining activities; the speculative nature of gold exploration and development, including the risks of obtaining necessary licenses and permits; diminishing quantities or grades of reserves; and contests over title to properties, particularly title to undeveloped properties. In addition, there are risks and hazards associated with the business of gold exploration, development and mining, including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and gold bullion losses (and the risk of inadequate insurance, or the inability to obtain insurance, to cover these risks). There can be no assurance that forward-looking statements will prove to be accurate. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future. All of the forward-looking statements made in this release are qualified by these cautionary statements and those made in our other filings with the securities regulators in Canada. These factors are not intended to represent a complete list of the factors that could affect the Company. Readers are cautioned not to place undue reliance on forward-looking information.

Contact:

CuOro Resources Corp.

John Seaman

CEO

807-474-9898

jseaman@cuororesources.com

CuOro Resources Corp.

Paul Harris

Corporate Development & Investor Relations Manager

+57 321 720 1537

pharris@cuororesources.com