

**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**

May 6, 2014

**3. Press Release**

The press release was released on May 6, 2014 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**

May 8, 2014



## **CUORO ANNOUNCES CHANGE OF NAME AND CORPORATE UPDATE**

**Vancouver, B.C., May 06, 2014 – CuOro Resources Corp.** (CSE: CUA | FSE: 6BC) (“**CuOro**”, or the “**Company**”) announces that, following a strategic review, it has determined to carry on business both as an investment company and a resource exploration company.

The results of the Company’s strategic review determined that the optimal strategy to enhance shareholder value was to have the ability to invest both directly in resource development and indirectly in well-managed resource companies. Carrying on business as an investment company will allow the company the flexibility to take advantage of resource exploration and maintain greater liquidity without the inherent exposure to operational and administrative expenses directly associated with resource exploration.

Although the resource sector is intended to be the focus of the Company, nothing will preclude the Company from making investments in any other industry segment or business venture. To better reflect the Company’s more comprehensive business the Board of Directors has approved a name change to Rockshield Capital Corp. which will be effected as soon as possible.

### **Description of New Business**

The Company intends to become a diversified investment firm focused on but not limited to investing in early stage, high growth companies offering capital appreciation potential. Such investee companies may be private or public companies and there will be no bias to sector based on economic, financial and market conditions. The Corporation may take advantage of special situations and investment opportunities; as such opportunities arise, and make investments in other sectors which the Company identifies from time to time as offering particular value. The Company expects that its investment portfolio will, from time to time, be comprised of securities of both public and private issuers in the (more importantly agricultural, technology, biotechnology, renewable energy) precious metals, oil and gas, base metals, potash, lithium and rare earths sectors. The Company expects its investments will encompass companies at all stages of development.

For further information regarding CuOro, see CuOro’s disclosure documents on SEDAR at [www.sedar.com](http://www.sedar.com).

On Behalf of the Board of Directors of CuOro,

***Marc Cernovitch***  
President & CEO

### **For more information, please contact:**

Apex Capital Inc.  
Brett Allan  
Investor Relations  
(416) 907-4148  
[ballan@apexcap.ca](mailto:ballan@apexcap.ca)

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