

BC FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER SUBSECTION 7.1(1) OF NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

RED ORE GOLD INC.
#206-2290 Marine Dr.
West Vancouver, BC
V7V 1K4

Item 2 Date of Material Change

March 11, 2016

Item 3 News Release

News Release dated March 11, 2016 disseminated under section 7.1 of National Instrument 51-102

Item 4 Summary of Material Change

The Issuer Announces the partial revocation of Cease Trade Orders

Item 5 Full Description of Material Change

See attached News Release

Item 6 Reliance on Section 7.1(2) OR (3) OF National Instrument 51-102

The Company 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 Senior Officers

Robin Dow, CEO of the Company, is knowledgeable about the material change and this report. His business telephone no. is 604-925-9873. He can also be contacted by Email at robin@dowgroup.ca.

Item 9 Dated the 14th day of March, 2016.

Robin B. Dow, CEO



March 14, 2016

RED ORE GOLD INC. ANNOUNCES

PARTIAL REVOCATION OF CEASE TRADE ORDERS

West Vancouver, BC--(March 14, 2016) - Red Ore Gold Inc. (**Red Ore Gold** or the **Company**) announces that on March 11, 2016 each of the British Columbia Securities Commission (the **BCSC**, in respect of its cease trade order dated September 8, 2014), the Ontario Securities Commission (the **OSC**, in respect of its cease trade order dated September 23, 2014) and the Alberta Securities Commission (the **ASC**, in respect of its cease trade order dated December 9, 2014) issued partial revocation and variation orders (the **Partial Revocation Orders**) in respect of the cease trade orders issued by each commission (collectively, the **Cease Trade Orders**) for the failure of the Company to file its comparative financial statement for the year ended April 30, 2014 and Form 51-102F1 *Management's Discussion and Analysis* for the period ended April 30, 2014 as required by National Policy 51-102 - Continuous Disclosure Obligations and the respective securities legislation of British Columbia, Ontario and Alberta.

Pursuant to the Partial Revocation Orders, the Company proposes to undertake a non-brokered private placement of its securities (the **Private Placement**) to raise gross proceeds of \$125,000 to bring its continuous disclosure record up to date, apply for a full revocation of the Cease Trade Orders and to provide working capital. The Company proposes to complete the Private Placement with investors (a **Potential Investor**) pursuant to appropriate exemptions under National Instrument 45-106 - Prospectus Exemptions. The Company is proposing to sell 5,000,000 units at a price of \$0.025 per unit for aggregate gross proceeds of \$125,000. Each unit will be comprised of one common share and one share purchase warrant (a **warrant**), each warrant entitling the holder to purchase one additional common share for a period of two years from the date of issuance at a price of \$0.033 per share.

Prior to completion of the Private Placement, each Potential Investor will:

- (i) receive a copy of each Cease Trade Order;
- (ii) receive a copy of each Partial Revocation Order; and
- (iii) receive written notice from the Company and acknowledge to the Company that all of the Company's securities, including the securities issued in connection with the Private Placement, will remain subject to the Cease Trade Orders until such orders are revoked, and that the granting of the Partial Revocation Orders does not guarantee the issuance of a full revocation order in the future.

The OSC Partial Revocation Order will terminate on the earlier of: (i) the completion of the Private Placement; and (ii) 60 days from March 11, 2016.

Additional information relating to the Company can be found on SEDAR at www.sedar.com.

CAUTIONARY STATEMENTS

Certain statements contained in this news release constitute "forward-looking statements". When used in this news release, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", "forecast", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments except as required by law.

CONTACT INFORMATION

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