

Form 51-102F3

Material Change Report

- Item 1 Name and Address of Company**
- Red Ore Gold Inc. (the “Company”)
#206-2290 Marine Drive
West Vancouver, BC V7V 1K4
- Item 2 Date of Material Change**
- May 16, 2016
- Item 3 News Release**
- A news release was disseminated on May 16, 2016 through Stockwatch and filed on SEDAR.
- Item 4 Summary of Material Change**
- The Company announced that the cease trade orders of the British Columbia Securities Commission, Ontario Securities Commission and Alberta Securities Commission (the **Commissions**), that trading in the securities of the Company cease, have been revoked. The Company also completed a private placement for \$125,000 pursuant to the terms of partial revocation orders issued by the Commissions on March 11, 2016.
- Item 5 Full Description of Material Change**
- The material change is fully described in the news release attached hereto.
- Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**
- Not applicable.
- Item 7 Omitted Information**
- Not applicable.
- Item 8 Executive Officer**
- Robin Dow
President & C.E.O.
Email: robin@dowgroup.ca
- Item 9 Date of Report**
- May 16, 2016