

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and Alberta Securities Commission (the **Commissions**), that trading in the securities of the Company cease, have been revoked.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 \$108,750 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