

**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

July 21, 2016

Item 3 News Release

Dated July 21, 2016 disseminated under section 7.1 of National Instrument 51-102

Item 4 Summary of Material Change

The Issuer Announces a private placement.

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 21st day of July, 2016.

Robin B. Dow, CEO



Press Release- #16-07

July 21, 2016

Red Ore Closes Private Placement

Vancouver, British Columbia, May 20, 2016: Red Ore Gold Inc. (the “Company”) is pleased to announce a private placement comprised of The Company is proposing to sell 1,680,000 units at a price of \$0.025 per unit for aggregate gross proceeds of \$42,000. 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.

All securities issued in connection of the Placement are subject to a 4 month plus one day hold period from the date of security issuance.

RED ORE GOLD INC.
ON BEHALF OF THE BOARD

Robin Dow

For further information contact:

Robin Dow, President and CEO
E. robin@dowgroup.ca
C- 604-355-9986

The statements in this press release may contain forward looking statements that involve a number of risks and uncertainties. Actual events or results could differ materially from RXX's expectations and projections.