

**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

August 11, 2016

Item 3 News Release

Dated August 11, 2016 disseminated under section 7.1 of National Instrument 51-102

Item 4 Summary of Material Change

The Issuer Announces the signing of a Share Exchange Agreement with VFP Therapies S.A.S..

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 11th day of August, 2016.

Robin B. Dow, CEO



P R E S S R E L E A S E

August 11, 2016

RED ORE GOLD INC. SIGNS SHARE EXCHANGE AGREEMENT WITH VFP THERAPIES S.A.S.

West Vancouver, BC (11/08/16) – Red Ore Gold Inc. (**Red Ore Gold** or the **Company**) is very pleased to announce that further to its news release of June 27, 2016, confirming the signing of a binding letter of intent for a share exchange with VFP Therapies S.A.S. of Rouen, France ("VFP"), a Share Exchange Agreement has been executed by the parties.

INFORMATION ABOUT THE COMPANY

Red Ore is a reporting issuer in B.C. (principal regulator), Alberta and Ontario. Its securities are unlisted. Prior to this transaction involving VFP, the Company was a junior mining issuer with mining property interests in Nevada. As a result of depressed commodity prices over the past few years, the Company has been unable to develop its properties and, as a consequence, began seeking opportunities in other sectors. 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

Red Ore Gold Inc.
#206-2290 Marine Drive, West Vancouver, BC V7V 1K4

Contact: Robin Dow, President & C.E.O.
Email: robin@dowgroup.ca