

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

JNC Resources Inc. (the “**Company**”)
Suite 615, 800 West Pender Street
Vancouver, BC, Canada V6C 2V6

Item 2 Date of Material Change

September 14, 2021

Item 3 News Release

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Accesswire on September 14, 2021, and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced it is proceeding with a consolidation of its capital on a 1:2 basis (1 new common share for 2 existing common shares) and name change to RooGold Inc., subject to Canadian Securities Exchange approval. The RooGold Inc. shares will trade under the symbol ROO.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

JNC Resources Inc. (“**ROOGOLD**” or the “**Issuer**”) announces that it is proceeding with a consolidation (“**Consolidation**”) of its capital on a 1:2 basis (1 new (“**New**”) common share (“**Share**”) for 2 existing common shares) and name change (“**Name Change**”) to RooGold Inc., subject to Canadian Securities Exchange (“**CSE**”) approval. The ROOGOLD Shares will trade under the symbol ROO.

The Issuer currently has 109,411,000 common shares issued and outstanding and post-Consolidation it will have 54,705,500 common shares issued and outstanding. The reason for the Consolidation is to assist with ongoing corporate finance efforts. The Consolidation has been approved by the Directors (the “**Consolidation and Name Change Resolution**”), and pursuant to the Issuer’s constating documents and CSE requirements does not require shareholder approval.

The Issuer is applying to the CSE to have the Consolidation effected Thursday September 16, 2021 (Record Date – Friday, September 17, 2021) with the bulletin issued by the CSE confirming the Consolidation and the date that the shares of JNC will commence trading on a post-Consolidation basis. Letters of Transmittal will be sent to the Issuer’s registered shareholders (“**Shareholders**”) with respect to the Consolidation with instructions as to how registered shareholders can obtain New ROOGOLD Shares for their existing shares of the Issuer. The calculation of New Issuer Shares to which Shareholders are entitled will be rounded down to the nearest whole number.

5.2 Disclosure for Restructuring Transactions

Not applicable

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

For further information, please contact Michael Mulberry, Director, President and CEO at 778-855-5001 or info@jncreources.com.

Item 9 Date of Report

September 14, 2021