

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

RooGold Inc. (the “**Company**”)
82 Richmond Street East
Toronto, ON, Canada M5C 1P1

Item 2 Date of Material Change

November 3, 2022

Item 3 News Release

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Accesswire on November 3, 2022, and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced the final closing of a definitive Share Exchange Agreement with Aussie Precious Metals Corp. (“**APMC**”), pursuant to which the Company has acquired a 100% interest in APMC’s Trilby and Lorne properties in New South Wales, Australia. The Company issued 4,000,000 common shares as consideration for the acquisition.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Further to its September 30, 2021 news release, the Company announced, with Australian regulatory clearance obtained, the final closing of the definitive Share Exchange Agreement with APMC pursuant to which the Company has effectively acquired a 100% interest in APMC’s Trilby and Lorne properties (“**Properties**”) in New South Wales, Australia. The Company issued 4,000,000 common shares (the “**Purchase Shares**”) to the shareholders (“**Shareholders**”) of APMC in exchange for all of the issued and outstanding shares of APMC with the Properties held in the name of APMC’s wholly owned Australian subsidiary. The Purchase Shares have now been released from escrow subject to voluntary undertakings as to when such Purchase Shares may be traded.

5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7 Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8 Executive Officer

For further information, please contact Vishal Gupta, Director, at 416-910-1440 or info@roogold.com.

Item 9 Date of Report

November 4, 2022