

**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 28, 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 28, 2022, and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that Vishal Gupta, M.Sc., P. Geo, has been appointed interim President and Chief Executive Officer of the Company. In connection with Mr. Gupta's appointment, Carlos Espinosa has resigned from his position as Chief Executive Officer of the Company to pursue other opportunities. The Company also announced the appointment of Kym Revington as Country Manager (Australia) and the resignation of Alexandra Bonner as VP Exploration.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that Vishal Gupta, M.Sc., P. Geo, has been appointed interim President and Chief Executive Officer of the Company. Mr. Gupta, a P. Geo. registered with the Professional Geoscientists of Ontario, brings considerable mining industry expertise and public markets experience to the Company. He currently serves as the President and Chief Executive Officer of Caprock Mining Corp., a CSE-listed gold exploration company focused on projects in Ontario, Canada. Prior to joining Caprock, Mr. Gupta served as the President and Chief Executive Officer of California Gold Mining Inc., an advanced-stage gold exploration company also listed on the CSE.

Mr. Gupta holds a Master of Science degree in Geology from the University of Toronto. He started his career as an exploration geologist for junior resource companies where he was involved in the planning, preparation, execution and reconciliation of exploration programs.

Carlos Espinosa has resigned from his position as CEO of the Company to pursue other opportunities.

The Company also reported that Kym Revington, BSc (Hons), MSc, MAIG, has been appointed as Country Manager (Australia) of RooGold. Mr. Revington is a New South Wales (Australia) based geologist with over 20 years' experience in the mining and exploration industry. He has worked across a diverse range of

commodities and deposit styles, specialising in gold exploration, and is a discovery-driven exploration geologist with experience leading teams at various stages of project development.

Mr. Revington's career has ranged from greenfields exploration to discovery and delivery of JORC compliant resources as well as near and in-mine exploration, throughout Australia and Africa. He has been involved in several discoveries including the Havana deposit, part of the world-class Tropicana gold project, and he played a significant part in the discovery of the multi-million ounce Bibra gold deposit (Karlwindia Project).

Alexandra Bonner, who held the post of VP Exploration, has resigned from her position with the Company to pursue other opportunities.

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 29, 2022