Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

AuRo Resources Corp.
Suite 2020 – 410 West Georgia Street
Vancouver, British Columbia, Canada V6C 5A1

Item 2 Date of Material Change

March 3, 2011

Item 3 News Release

A News Release was issued in Vancouver, British Columbia on March 3, 2011 and distributed through Marketwire.

Item 4 Summary of Material Change

See attached news release.

Item 5 Full Description of Material Change

See attached news release.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Contact: Mark Lawson, President & CEO
Telephone: 416-623-0565

Item 9 Date of Report

March 3, 2011

NEWS RELEASE

AuRo Closes $2.5 Million Private Placement

Vancouver, British Columbia, March 3, 2011**…** Further to receipt of TSX Venture Exchange acceptance, AuRo Resources Corp. (the "Company") (TSX Venture: ARU) - announces it has closed its non-brokered private placement by issuing 16,922,416 Units at a price of $0.15 per Unit for gross proceeds of $2,538,624 (see press releases dated February 16 and 23, 2011). Each unit is comprised of one common share of the Company and one-half of one transferable common share purchase warrant, each whole warrant exercisable for a period of two years from the date of issue to purchase one common share of the Company at a price of $0.30 per share.

Finder's fees were paid in the form of $208,926 in cash and 1,197,753 finders' warrants issued to Union Securities Ltd., Mackie Research Capital Corporation, Canaccord Genuity Corp., Haywood Securities Inc. and Opus 3 Inc. for the portion of the financing attributable to such finders. Each finder's warrant entitles the holder to acquire one common share at $0.30 for a two year period.

In addition to working capital, the net proceeds of the private placement will be used for the Company's exploration activities in Colombia and AuRo's ongoing review of potential property transactions.

All of the securities issued pursuant to this offering are restricted from trading until July 2, 2011.

ON BEHALF OF THE BOARD

(sgd.) *"Mark Lawson"*, President & CEO

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