

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 21, 2011

Item 3 News Release

A News Release was issued in Vancouver, British Columbia on March 21, 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 21, 2011



NEWS RELEASE

AuRo Resources Enters into LOI to Acquire La Argentina, La Alejandria and El Mulatos Mines

Vancouver, British Columbia, March 21, 2011 – AuRo Resources Corp. (TSX-V: ARU) (the “Company”) reports that it has entered into a letter of intent (the “LOI”) with Minerales Del Puerto (“Minerales”), an arm’s length party, to acquire an 90% ownership interest in the Argentina mine and an 100% ownership interest in the La Alejandria and El Mulatos mines. The Argentina, La Alejandria and El Mulatos mines (collectively, the “Mines”) are all contiguous to the Company’s flagship “El Tesoro” Project and are within the Municipalities of Maceo and Puerto Berrio, Colombia. All 3 of these properties reside within an elevation of less than 1,000 meters, and are therefore unaffected by Law 1382 of 2010, restricting mining above 3,200 meters. They are also proximal to a major highway, the *Autopista 62*, and necessary infrastructure.

Pursuant to the LOI, the Company has agreed to pay Minerales an aggregate amount not to exceed \$1.3 million over 2 years and issue common shares in the capital of the Company, such shares not to exceed 6.5 million common shares. The final terms of the acquisition will be contained in the definitive agreement to be entered into by the Company and Minerales, subject to final legal technical due diligence.

Mark Lawson, President & CEO of the Company, stated, “These 3 projects are congruent with our strategy of amassing a sizeable, contiguous land package with proven geology, proximal to B2 Gold/AngloGold’s 2.5 Million OZ Au *Gramalote* Project”.

FOR THE PURPOSE OF PROVIDING INFORMATION RELATING TO THE MINES, THE COMPANY IS RELYING ON INFORMATION PROVIDED TO IT BY MINERALES. SUCH INFORMATION WAS DERIVED FROM HISTORICAL GEOLOGICAL INFORMATION AND DOES NOT PRESENTLY CONFORM TO THE STANDARDS AS OUTLINED IN NATIONAL INSTRUMENT 43-101.

The Argentina Mine, which has historically produced small quantities of gold, is contiguous to the southeast section of the Company’s flagship “El Tesoro” project, and proximal to the Nus fault. Recent grab samples taken and analyzed by SGS Medellin S.A. have returned results including 110.0 g/t Au and 240.0 g/t Au.

The El Mulatos Mine is comprised of approximately 378 hectares, and is contiguous to El Tesoro to the north. This project is dually intersected by the Palestina and Nus fault structures. Recent grab samples taken and analyzed by SGS Medellin S.A. have returned results including 6.0 g/t Au, 2.5 g/t Au and 46.5 g/t Ag and 35.0 g/t Ag respectively. Vertical quartz veins in altered diorite have

been observed at the El Mulatos Mine. The La Alejandria Mine is comprised of approximately 384 hectares, and is contiguous to the "El Mulatos" Mine to the north.

AuRo Resources is also pleased to announce that it has retained Deutsche Investor-Relations GmbH ("DIRG") to provide the Company with investor relations services in Europe. DIRG is a Berlin-based investor relations firm that provides a multitude of investor relations services to publically traded companies looking to establish support in German-speaking Europe. DIRG will create an online presence for XYZ through the creation of a corporate profile on, with the intent of creating a multifaceted investor relations program based on this profile.

Pursuant to an agreement between DIRG and the Company, DIRG will be paid €2,500 per month to provide the said services for a period of 6 months, subject to automatic 6 months renewals unless cancelled in advance by either party. DIRG and the Company are at arm's length.

The content of this news release has been reviewed by Mr. Ken Thorsen, P. Eng., who serves as the Qualified Person in accordance with National Instrument 43-101

ON BEHALF OF THE BOARD

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

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Cautionary Note Regarding Forward-looking Statements

Certain statements contained in this news release may constitute forward-looking information, within the meaning of Canadian securities laws. Forward-looking information may relate to this news release and other matters identified in the Company's public filings. Forward-looking information and anticipated events or results and can be identified by terminology such as "may", "will", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "continue" or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to capital and operating expenditures, economic conditions, availability of sufficient financing, receipt of approvals, satisfaction of closing conditions and any and all other timing, development, operational, financial, economic, legal, regulatory and/or political factors that may influence future events or conditions. Such forward-looking statements are based on a number of material factors and assumptions, including, but not limited in any manner, those disclosed in any other public filings of the Company, and include the ultimate availability and final receipt of required approvals, sufficient working capital for development and operations, access to adequate services and supplies, availability of markets for products, commodity prices, foreign currency exchange rates, interest rates, access to capital markets and other sources of financing and associated cost of funds, availability of a qualified work force, availability of manufacturing equipment, no material changes to the tax and regulatory regime and the ultimate ability execute its business plan on economically favorable terms. While we consider these assumptions to be reasonable based on information currently available to us, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in other Company filings at www.sedar.com and other unforeseen events or circumstances. Other than as required by law, the Company does not intend, or undertake any obligation to update any forward looking information to reflect, among other things, new information or future events.