

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

AuRo Resources Corp.
Suite 600, 595 Howe Street
Vancouver, BC V6C 2T5

Item 2 Date of Material Change

February 16, 2012

Item 3 News Release

A News Release was issued in Vancouver, British Columbia on February 16, 2012 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

February 16, 2012



NEWS RELEASE

AuRo Resources Outlines its 2012 Corporate Growth Plans

Vancouver, British Columbia, February 16, 2012 – AuRo Resources Corp. (TSX-V: [ARU](#)) (FRANKFURT: [NXP3](#)) (the “Company” or “AuRo”) is pleased to provide the following corporate, project updates, and highlight its 2012 Objectives and Action Plan.

AuRo Resources CEO Mark Lawson said, “I would like to take this opportunity to provide shareholders with a corporate update, and define our key objectives for 2012 as we continue to complete considerable work on our portfolio of exploration projects in Colombia. As the Cal-Vetas-Surata area has emerged to be a *World Class Gold Camp*, the coming year will represent a pivotal period in the development of the Company.”

2012 Objectives & Action Plan

- Strategic exploration focus within the Cal-Vetas-Surata Mining District.
- Commence a Phase I Drill Campaign at Surata and / or Arboledas dependent upon the identification of the most robust targets during the current phase of exploration.
- Selectively pursue JV / Option opportunities to balance the Company’s exploration risk and expenditures.
- Continue to expand the Board & Management Team.

Exploration Update

Cal-Vetas-Surata Mining District

The current phase of exploration at the Company’s 18,734 hectare Surata Project has been comprised of stream sediment and rock chip sampling. Key anomalous areas will then be followed up by drill target definition, comprised of structural mapping, IP geophysical surveys and geochemical soil surveys. Any significant targets identified by this program will be tested by diamond drilling. As of December 23, 2011, AuRo had completed a total of 100 stream sediment and rock chip samples at Surata, and expects to release initial assays results in the next few weeks.

The Surata Property is being explored for structurally controlled, low-medium sulphide, intrusive related epithermal gold and gold-silver mineralization. Exploration to date at four of the Surata concessions has identified key targets, including several intrusive bodies that are closely related in age and composition to intrusives that host significant gold-silver mineralization in the region. Gold mineralization in the district is also associated with a system of northeast to southwest trending faults. At the Surata Gold Project, two similar northeast trending faults intersect portions of the property.

Upon completion of this phase of exploration at Surata, the same strategy will be employed at the Company's 14,077 hectare Arboledas Project, northeast of Surata.

La Colosa West

AuRo possesses one of the largest land positions in the new gold-copper porphyry district. This includes interests in approximately 30,000 hectares, 3-20 kms from AngloGold's 16.27 million Oz gold discovery. The Company has completed initial reconnaissance at its concessions in Cordoba. The next phase of exploration will follow up on known geochemical anomalies, and will be comprised of airborne geophysics, structural mapping, stream sediment sampling, and rock sampling.

El Tesoro

Given AuRo's strategic focus on exploration within the *Cal-Vetas-Surata* mining district, the Company is currently evaluating various proposals, and options with respect to its *El Tesoro Project*, and expects to announce a decision shortly.

El Sinai – High Grade Copper Project

AuRo also has interests in 2 contiguous concessions totalling approximately 2,615 hectares in the Department of Boyaca, Colombia, encompassing a former producing copper mine. Historical sampling was conducted by Rio Tinto which averaged 2.8%-4.5% Cu. Artisanal mining at El Sinai has been focused primarily on chalcopyrite and oxide mineralization.

Joint Venture Opportunities

Given the size of AuRo's land package in Colombia, the Company will continue to evaluate, and selectively pursue JV opportunities that are in the best interest of shareholders in order to balance its exploration risks and expenditures going forward. This strategy will also enable the Company to concurrently, and more aggressively pursue exploration on many of its key projects.

Key Management Update

On December 5, 2011 the Company announced that it had retained Korn/Ferry International in order to commence a search for a new Vice President of Exploration. This individual will either be based in Colombia full time, or will spend the majority of their time in country managing AuRo's exploration strategy, Colombian based geological team, and operations across its 70,000 hectare portfolio of concessions. This process is congruent with AuRo's strategy to continue to expand its management team in 2012, and the Company expects this process to be complete within the 1st quarter of 2012.

ON BEHALF OF THE BOARD

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

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