

**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**

April 9, 2012

**Item 3      News Release**

A News Release was issued in Vancouver, British Columbia on April 9, 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**

April 9, 2012



## NEWS RELEASE

### AuRo Announces Private Placement

*Vancouver, British Columbia*, April 9, 2012 – AuRo Resources Corp. (TSX-V:ARU) (FRANKFURT:NXP3) announces that it has arranged a non-brokered private placement (“Offering”) of up to 14,285,714 units (the “Units”) at a price of \$0.07 per Unit, for gross proceeds of up to \$1,000,000.

Each Unit will consist of one (1) common share of the Company and one-half (1/2) of one share purchase warrant (a “Warrant”) with each whole Warrant entitling the holder thereof to acquire an additional common share of the Company for a period of 18 months at a price of \$0.15 per share.

The term of the Warrants is subject to an acceleration right at the option of the Company, provided that the common shares of the Company trade at or above \$0.30 for a full 20 consecutive trading days and the Company has provided Warrant holders with 30 days prior written notice of the accelerated Warrant exercise date.

The proceeds of the Offering will be used to fund continued exploration at the Company’s key projects in Colombia, and for general working capital purposes.

In connection with the Private Placement, the Company will pay cash finder's fees in an amount equal to 8% of the gross proceeds raised and will issue finder's warrants, having the same terms as the Warrants forming part of the Units, in an amount equal to 8% of the Units sold in the Private Placement. All of the securities issued pursuant to the Private Placement will be subject to a four (4) month hold period from the date of issue.

#### About AuRo Resources Corp.

AuRo Resources is a mineral exploration company with major land positions in Colombia's leading gold camps. The Company holds property interests in three of the country's most prolific gold regions in Antioquia, Tolima-Quindio, and Santander-Norte de Santander. AuRo shares trade on the TSX Venture Exchange under the symbol ARU. For further information please visit [www.auroresources.com](http://www.auroresources.com).

ON BEHALF OF THE BOARD

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

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