Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

AuRo Resources Corp.
1111 Melville Street, Suite 1100
Vancouver, British Columbia, Canada V6E 3V6

Item 2 Date of Material Change

November 7, 2012

Item 3 News Release

A News Release was issued in Vancouver, British Columbia on November 7, 2012 and distributed through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced that it had closed on a Temporary Relief Measures, non-brokered private placement for 13,832,583 Units at $0.03 per Unit. Each Unit consists of one common share of the Company and one share purchase warrant (a "Warrant") with each Warrant entitling the holder to acquire an additional common share of the Company at $0.06 per share in year one, and $0.10 per share in year two. The Units are subject to a four month hold period.

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: John Gomez, CEO
Telephone: 604-484-7118

Item 9 Date of Report

November 7, 2012

NEWS RELEASE

AuRo Closes Private Placement

Vancouver, British Columbia, November 7, 2012 – AuRo Resources Corp. (TSX-V: ARU) (FRANKFURT: NXP3) announces receipt of TSX Venture Exchange approval on a Temporary Relief Measures, non-brokered private placement for 13,832,583 Units at $0.03 per Unit. Each Unit consists of one common share of the Company and one share purchase warrant (a "Warrant") with each Warrant entitling the holder to acquire an additional common share of the Company at $0.06 per share in year one, and $0.10 per share in year two. The Units are subject to a four month hold period.

Proceeds from the private placement will be used towards the Company's operations in Colombia and Canada. Approximately $203,000 is allocated for property payments, $100,000 for accounts payable, $45,000 for Colombia operations, $27,000 for Canada operations, and $15,000 for AuRo's Annual General Meeting. The Company will also pay a finder's fee of $24,898.65 on the private placement. The private placement was approved by the Company's board of directors.

About AuRo Resources Corp.

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

ON BEHALF OF THE BOARD

(sgd.) *"John Gomez"*, CEO

For further information please contact:

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CEO & Director
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