FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

Ross River Minerals Inc. (the "Company")
1004 – 750 West Pender Street
Vancouver, BC V6C 2T7

Item 2. Date of Material Change

July 12, 2005.

Item 3. News Release

July 12, 2005, Vancouver, British Columbia through Canada Newswire and Canada Stockwatch.

Item 4. Summary of Material Change

The Company completes the acquisition of a 100% interest in the El Pulpo Project in Mexico from Almaden Minerals Ltd.

Item 5. Full Description of Material Change

The Company and and its wholly owned subsidiary Minera Rio Ross S.A. de C.V. ("Rio Ross") have completed the acquisition of a 100% interest in the El Pulpo Project from Almaden Minerals Ltd. ("Almaden") and its wholly owned subsidiary Minera Gavilan S.A de C.V. ("Minera Gavilan") pursuant to an agreement dated December 21, 2004. The Company issued 2.2 million shares to Almaden. Minera Gavilan will retain a 2% NSR royalty regarding any minerals removed from the Gavilan, Gavilan II and Gavilan 3 concessions included in the El Pulpo Project, of which half (a 1% NSR) can be purchased by Rio Ross for fair market value as determined by an internationally recognised engineering firm acceptable to both parties.

In addition to transferring the Gavilan, Gavilan II and Gavilan 3 concessions, Almaden and Minera Gavilan have also acknowledged that they have no further interest in the Polo and Los Frayles (Title No. 212809) and the Los Frayles (Title No. 223308) concessions which form part of the El Pulpo project. Rio Ross has the option to acquire 100% of the right, title and interest in the Polo and Los Frayles (Title No. 212809) concessions for US $117,000. Rio Ross is currently paying the optionors US $1,000 per month with the balance due on April 23, 2006. The optionors retain a 1% NSR royalty which can be purchased by Rio Ross for US $300,000. Rio Ross has also acquired 100% of the right, title and interest in the Los Frayles (Title No. 223308) concession. The optionor has retained a 1% NSR royalty which can be purchased by Rio Ross for US $300,000.

The Company will issue to Almaden an additional 1.0 million shares when exploration and development expenditures on the property meet or exceed US $10.0 million and an additional 1.0 million shares on the delivery of a positive feasibility study recommending production on any part of the property. The previous option agreement dated April 10, 2003 between Almaden and Minera Gavilan and the Company with respect to the El Pulpo Project has been terminated.

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. Senior Officer

Mr. Marcus Foster
604-682-2770

Item 9. Date of Report

July 12, 2004