

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Ross River Minerals Inc.
#709 – 700 West Pender Street
Vancouver, BC V6C 1G8

Item 2 Date of Material Change

July 22, 2011

Item 3 News Release

The news release July 22, 2011 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

Marcus Foster, President & Director 604-682-2770

Item 9 Date of Report

July 22, 2011

**ROSS RIVER MINERALS INC.
#709 – 700 West Pender Street
Vancouver, BC V6C 1G8**

Telephone: 604-682-2770 / Facsimile: 604-685-3833

PRESS RELEASE

July 22, 2011

PRIVATE PLACEMENT CLOSED

Vancouver, BC: **Ross River Minerals Inc.** (TSX-V: RRM) (the "Company") announces that it has closed the private placement announced on June 27, 2011. The Company has issued 5,000,000 units at \$0.05 per unit for total proceeds of \$250,000. Each unit consists of one common share and one half non-transferable share purchase warrant with each full share purchase warrant entitling the holder to purchase one common share for a period of eighteen months at \$0.10 per share. The securities have a four month hold period until November 19, 2011.

The proceeds from this private placement will be used for general working capital.

To find out more about Ross River Minerals (TSX-V: RRM) visit our website at www.rossriverminerals.com.

ROSS RIVER MINERALS INC.

Per: "Marcus N. Foster"

Marcus N. Foster, President

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