# MATERIAL CHANGE REPORT

Form 51-102F3
Section 7.1 of National Instrument 51-102

## Item 1. Name and Address of Company

Eloro Resources Ltd.
20 Adelaide Street East, Suite 301
Toronto, Ontario M5C 2T6

Telephone: (416) 868-9168
Facsimile: (416) 361-1333

## Item 2. Date of Material Change

September 23, 2013

## Item 3. News Release (including date and method of dissemination)

A new release was issued via Marketwire on September 23, 2013 and subsequently filed on SEDAR.

## Item 4. Summary of Material Change

Eloro Resources Ltd. (TSX-V: ELO) ("Eloro" or the "Company") announced it completed the sale of a 50% equity interest in its Simkar Gold Project (the "Property") to Monarques Resources Inc. ("Monarques") (TSX-V: MQR) and the issuance to Monarques of 8 million shares of Eloro by way of private placement. In a concurrent transaction, the Company has also issued 3 million shares to an arm's length creditor at a deemed value of $0.05 per share.

## Item 5. Full Description of Material Change

Eloro announced it has completed the sale of a 50% equity interest in the Property to Monarques and the issuance to Monarques of 8 million shares of Eloro by way of private placement. The Property comprises two contiguous mining concessions and eleven mineral claims in the Val-d'Or Gold Mining Camp, approximately 20 km east of Val-d'Or.

Under the terms of the agreement entered into with Monarques, the Company has sold an undivided 50% interest in the Property in exchange for a commitment by Monarques to perform $750,000 of exploration work on the Property. Following the fulfillment of the exploration work commitment, the Company and Monarques will form a joint venture with respect to the Property which will be operated by Monarques. If the exploration work commitment is not completed on or before June 30, 2014, the Company will have the right to rescind the sale and take back the interest in the Property sold to Monarques.

The Company has also issued 8 million common shares to Monarques by way of private placement at a price of $0.015 per share. In a concurrent transaction, the Company has also issued 3 million shares to an arm's length creditor at a deemed value of $0.05 per share. Following the completion of the private placement and the shares for debt issuance, Monarques holds approximately 12.8% of the issued and outstanding common shares of Eloro. Monarques has undertaken, for a period of 18 months following the closing of the transactions, to vote the votes attached to the common shares issued to Monarques in favour of the election of the nominees to the board of directors proposed by the board of directors of the Company.

The Company will use $35,000 of the private placement proceeds for transaction related costs and $85,000 to pay certain creditors for services previously rendered, including approximately $35,000 to MRB & Associates. MRB & Associates is a “related party” (as defined in *Multilateral Instrument 61-101—Takeover Bids and Special Transactions*) of the Company as it is controlled by Martin Bourgoin, an Executive Vice President of the Company. MRB & Associates provides geological consulting services to the Company.

The transactions are subject to final approval by the TSXV. The private placement has been approved by the Company’s board of directors, none of whom have a direct interest in the private placement to Monarques. All of the shares issued by Eloro in connection with the private placement and shares for debt issuance transactions are subject to a four (4) month hold period which will expire January 21, 2014.

**Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102**

Not applicable

**Item 7. Omitted Information**

Not applicable

**Item 8. Executive Officer**

Inquiries in respect of the material change referred to herein may be made to:

Jorge Estepa, Vice-President
Phone: (416) 868-9168

**Item 9. Date of Report**

This report is dated as of the 1st day of October, 2013.