

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Rouge Resources Ltd.
203 – 409 Granville Street
Vancouver, BC V6C 1T2

Item 2. Date of Material Change

May 21, 2010

Item 3. News Release

News Release dated May 21, 2010 and disseminated to the B.C. Securities Commission, Alberta Securities Commission, and GlobeNewswire.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer announces property update.

Item 5. Full Description of Material Change

The Issuer announces that that it has acquired an option to purchase additional claims adjacent to its Dotted Lake Property and close to the world class 21 million ounce Hemlo gold deposit in Northern Ontario, currently being mined by Barrick Gold Corp. The property is located 45km south of Manitouwadge, Ontario, and 20km north of the Hemlo Gold Mines, situated along the TransCanada Highway with drivable logging roads within 1km of the property.

In October, 2009, the Issuer expanded its 100% owned holdings in the Dotted Lake Property from a single 15-unit claim to ten claims of 82 units by means of staking at a cost of approximately \$11,000. On April 20, 2010, the Issuer entered into an option to purchase agreement (the "Option") with local prospectors regarding an additional 2 claims of 22 units adjacent to the Dotted Lake Property, known as the Lampson Lake Property. The Issuer has an exclusive option to

purchase a 100% interest in this new property by making option payments totaling \$60,000 over the next 3 years as follows: \$7,000 upon signing the agreement which has already been paid, \$12,000 one year later, \$16,000 two years later and \$25,000 three years later. The property is subject to a 3% net smelter royalty when and if mineral exploration and development eventually leads to mining revenue from the property.

On exercise of the Option, the Issuer's holdings will then total 12 claims of 104 mining units on 1683 hectares. The Issuer is planning work program consisting of mapping, prospecting, soil sampling, trenching and analyzing over the next few months at an estimated cost of \$85,000.

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

The Issuer is not relying on Subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7. Omitted Information

There is no omitted information.

Item 8. Executive Officer

Linda Smith, President - (604) 831-2739

Item 9. Date of Report

Dated at the City of Vancouver, in the Province of British Columbia, this 25th day of May, 2010.

"Linda Smith"

Linda Smith, President