

FORM 51-102F3
Material Change Report

Item 1 Name and Address of Issuer

Mundoro Capital Inc.
1030 West Georgia Street, Suite 1401
Vancouver, BC V6E 2Y3
(604) 669-8055
(the "Company")

Item 2 Date of Material Change

June 14, 2012

Item 3 News Release

The press release was distributed to the British Columbia, Alberta and Ontario Securities Commissions and the Toronto Stock Venture Exchange via SEDAR and through Marketwire to various other approved public media.

Copy of the News Release is attached hereto.

Item 4 Summary of Material Change

Mundoro Capital Inc. announced that it has postponed its annual general meeting of shareholders (the "Meeting") from Tuesday, June 26, 2012 to Monday, August 27, 2012. The new record date for the Meeting will be July 27, 2012. As previously announced, the Company has adopted an Advance Notice Policy (the "Policy") that is designed to ensure that shareholders have sufficient opportunity to consider any shareholder proposed nominations. The Company has been made aware that Northern Minerals Investment Corp. ("NMI") will be filing a petition in the Supreme Court of British Columbia seeking a declaration that the Policy is unenforceable and an order that the Company not disallow any nominations of a person for election to the Board on the basis of the Policy. The Company is of the view that adoption of the Policy was appropriate in all respects. Nonetheless, the Board has postponed the Meeting so that there is ample opportunity for any shareholder seeking to propose nominations to do so. In addition, the Company intends to seek shareholder confirmation and approval of the Policy at the Meeting.

Item 5 Full Description of Material Change

Please see attached news release for a full description of Material Change.

Item 6. Reliance On Subsection 7.1(2) Or (3) Of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Senior Officer/Director

Teo Dechev
President and Chief Executive Officer
Tel: (604) 669-8055
Fax: (604) 669-8056

Item 9. Date of Report

DATED at Vancouver, BC, this 18th day of June, 2012.



MUNDORO

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MUNDORO CAPITAL INC. POSTPONES ANNUAL GENERAL MEETING OF SHAREHOLDERS

June 14, 2012, Vancouver, B.C. - Mundoro Capital Inc. (TSXV: MUN) (“Mundoro” or the “Company”) announced today that the Company has decided to postpone its annual general meeting of shareholders (the “**Meeting**”). The Meeting was originally scheduled to be held at 11:00 a.m. (Vancouver time) on Tuesday, June 26, 2012 and will now be held on Monday, August 27, 2012. The new record date for the Meeting will be July 27, 2012.

As previously announced, the Company has adopted an Advance Notice Policy (the “**Policy**”) that is designed to ensure that shareholders have sufficient opportunity to consider any shareholder proposed director nominations.

The Company has been made aware that Northern Minerals Investment Corp. (“**NMI**”) will be filing a petition in the Supreme Court of British Columbia seeking (a) a declaration that the Policy adopted by the Company is unenforceable; and (b) an order that the Company not disallow any nominations of a person for election to the Board on the basis of the Policy. NMI does not specifically state that it will be seeking to advance an alternate slate of directors, or individual director nominees, at the Meeting.

The Company is of the view that adoption of the Policy was appropriate in all respects. Nonetheless, the Board has postponed the Meeting so that there is ample opportunity for any shareholder seeking to propose nominations to do so. Even though there is no current suggestion that a shareholder of the Company will seek to propose director nominees at the Meeting, in the Board’s business judgment, the postponement of the Meeting is in the best interests of the Company and fair to its shareholders generally.

In addition, the Company intends to seek shareholder confirmation and approval of the Policy at the Meeting.

NMI appears to be connected to Allen Lee (also known as Allen Li or Hong Jun Lee) and other possibly related companies. Earlier this month, the Company raised concerns and questions with Mr. Lee regarding compliance with reporting requirements under applicable securities laws and specifically *National Instrument 62-103 – The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*. The Company asked for certain information but has had no response to date. It is unclear to the Company the extent to which NMI’s actions are related to the Company’s earlier inquiries.

Further details on the Meeting will be contained in a Notice of Meeting and Management Information Circular that will be mailed to shareholders of the Company and filed on SEDAR.

On behalf of the Company,

Teo Dechev, Chief Executive Officer, President and Director

About Mundoro Capital Inc.

Mundoro is a Canadian based company which operates as a mineral acquisition, exploration, development and investment company. The Company's target exploration areas are the Tethyan belt in South Eastern Europe and the Mesa Central Belt in Mexico, both of which are mineral belts the Company believes have strong exploration potential. The Company maintains an interest in the Maoling Gold Project through its 5% interest in Mundoro Mining Inc. Maoling is a pre-feasibility stage gold deposit located in Liaoning Province, China and has a gold resource with 4.8 million gold ounces (161 million tonnes at 0.92 g/t gold) in the Measured and Indicated category and an additional 4.4 million gold ounces (158 million tonnes at 0.9 g/t gold) in the Inferred category.

Caution Concerning Technical Information

For the Maoling Gold Project, the Pre-Feasibility Study("PFS") described herein was prepared to broadly quantify the Maoling Zone 1 deposit's capital and operating cost parameters, and to further the development of the project. It was not prepared for use as a valuation of the deposits, nor should it be considered to be a final feasibility study. The information contained in the PFS reflects various technical and economic conditions at the time of writing that can change significantly over relatively short periods of time. Reserves quoted were prepared by AMEC Americas Ltd. under the direction and oversight of Mr. Mark Pearson P.Eng. of Vancouver, BC, an 'Independent Qualified Person' as defined by National Instrument 43-101. Resource estimation for the Zone 1 area in 2006 was carried out in the Brisbane, Australia office of Golder Associates Pty Limited, an international earth sciences consulting group under the direction and oversight of Dr. Andrew Richmond, MAusIMM, an 'Independent Qualified Person' as defined by NI43-101. The Zone 4 Resource Estimate (2001) was prepared by AMEC Americas and is reviewed in a technical report prepared by Peter Lewis, Ph.D., P.Geo.

For the Cuencame Property, the Technical Report was prepared by Alain-Jean Beaugard, P. Geol., FGAC, AEMQ, an 'Independent Qualified Person' as defined by National Instrument 43-101, and an employee of Geologica GroupeConseil Inc., who consented to the filing of the Technical Report prepared for Mundoro Capital Inc. titled "NI 43-101 Technical Evaluation Report on the Cuencame Concessions", dated September 20, 2011 with the securities regulatory authorities.

NI43-101 compliant technical reports for the pre-feasibility study and all reserve and resource estimates have been filed on the SEDAR website at www.sedar.com.

Caution Concerning Forward-Looking Statements

Investors are encouraged to review 'Risk Factors' as outlined in the Company's disclosure documents and other regulatory filings, available on the SEDAR website at www.sedar.com.

The statements herein that are not historical facts are forward-looking statements. These statements address future events and conditions and so involve inherent risks and uncertainties, as disclosed under the heading "Risk Factors" in the company's periodic filings with Canadian securities regulators. Actual results could differ from those currently projected. The Company does not assume the obligation to update any forward-looking statement.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Contact Information

For further information please contact Teo Dechev, CEO, President and Director of Mundoro Capital Inc. at +1-604-669-8055.