Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. **Name & Address of Company**

Cairo Resources Inc. (the "Company")
Suite 890 – 789 West Pender St.
Vancouver, British Columbia
V6C 1H2

Item 2. **Date of Material Change**

September 9, 2012

Item 3. **News Release**

On September 14, 2012, a press release in respect of the material change was issued through the facilities of Marketwire via Canadian Timely Disclosure.

Item 4. **Summary of Material Change**

The Company announced that Mr. Antonio Melicio de Quadros, tendered his resignation and advised that he did not wish to stand for election at the Company's annual general meeting that was held on September 13, 2012.

Item 5. **Full Description of Material Change**

Item 5.1 **Full Description of Material Change**

Please refer to the press release of the Company disseminated on September 14, 2012, attached hereto.

Item 5.2 **Disclosure for Restructuring Transactions**

Not applicable

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

Not applicable.

Item 7. **Omitted Information**

None.

Item 8. **Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and this report:

Michael Sadhra, Chief Financial Officer
Phone: 604-646-1553
Email: msadhra@sadhrachow.com

Item 9. **Date of Report**

September 14, 2012

CAIRO RESOURCES INC.
Suite 890 – 789 West Pender Street
Vancouver BC V6C 1H2
Tel: 604 646-1553

PRESS RELEASE

CAIRO ANNOUNCES RESULTS OF ANNUAL GENERAL MEETING

Vancouver, B.C., September 14, 2012: Cairo Resources Inc. (the "Company) is pleased to announce that all matters of business were approved at the Company's 2012 Annual General Meeting held on September 13, 2012.

Shareholders approved the election of the Board of Directors consisting of Michael Sadhra, Ralph Biggar and Rauni Malhi, the appointment of Smythe Ratcliffe LLP as the Company's auditor for the ensuing year and the adoption of the Company's Stock Option Plan.

The Company also announces that Mr. Antonio Melicio de Quadros, a proposed nominee to the Board of Directors for the ensuing year, tendered his resignation on September 9, 2012 and advised that he did not wish to stand for election. Mr. de Quadros' name was therefore withdrawn for nomination as a Director.

The Company is a capital pool company under the policies of the TSX Venture Exchange Inc.

For further information, please contact:
Cairo Resources Inc.

Michael Sadhra
Chief Financial Officer and Director
(604) 646-1553