

MATERIAL CHANGE REPORT

1. *Name and Address of Reporting Issuer:*

ELCORA RESOURCES CORP.
1969 Upper Water Street, Suite 2108
Halifax, NS B3J 3R7

2. *Date of Material Change:*

May 16, 2012

3. *News Release:*

A news release was issued and disseminated on May 16, 2012 through CNW and filed on SEDAR. See Schedule "A" attached hereto for a copy of the news release.

4. *Summary of Material Change:*

ELCORA RESOURCES CORP. (the "**Company**"), a capital pool company, announced the completion of its initial public offering (the "**Offering**") of 3,750,000 common shares at a price of \$0.10 per common share for gross proceeds to the Company of \$375,000 on May 16, 2012. The net proceeds of the Offering will be used to identify and evaluate assets or businesses for acquisition with a view to completing a "Qualifying Transaction" under Policy 2.4 – Capital Pool Companies of the TSX Venture Exchange (the "**Exchange**"), as disclosed in the Company's prospectus dated April 24, 2012. The Company's common shares have been conditionally approved for listing on the Exchange and it is expected that they will commence trading on the Exchange as soon as practicable under the symbol 'ERA.P'. The net proceeds of the Offering will be used to identify and evaluate assets or businesses for acquisition with a view to completing a "Qualifying Transaction" pursuant to Exchange Policy 2.4 – Capital Pool Companies, as disclosed in the Company's prospectus dated April 24, 2012. At the closing of the Offering, the Company also granted stock options to its directors and officers to acquire an aggregate of 875,000 common shares at a price of \$0.10 per share, exercisable until May 16, 2022.

5. *Full Description of Material Change:*

Please see Schedule "A" attached hereto for a copy of the news release.

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

Not applicable.

7. *Omitted Information:*

None.

8. *Executive Officer:*

For further information, please contact:
Troy Grant
Director
Phone (902) 820-8847
Fax (902) 446-2001

9. *Date of Report:*

May 16, 2012

Dated at Halifax, Nova Scotia this 16th day of May, 2012.

ELCORA RESOURCES CORP.

Signed "Troy Grant"

Per: _____
PRESIDENT, CHIEF EXECUTIVE
OFFICER & CORPORATE SECRETARY

SCHEDULE "A"

NEWS RELEASE

May 16, 2012

Trading Symbol: TSX-V: ERA.P

**ELCORA RESOURCES CORP.
COMPLETES INITIAL PUBLIC OFFERING**

HALIFAX, NOVA SCOTIA -- (CNW – May 16, 2012) – ELCORA RESOURCES CORP. ("Elcora" or the "Company"), a capital pool company, is pleased to announce that it has completed its initial public offering (the "Offering") of 3,750,000 common shares at a price of \$0.10 per common share for gross proceeds to the Company of \$375,000. Macquarie Private Wealth Inc. (the "Agent") acted as agent for the Offering and was paid a cash commission of \$30,000, equal to 8% of the gross proceeds and granted a non-transferrable option ("Agent's Option") to purchase 300,000 common shares of the Company equal to 8% of the number of common shares sold through the Offering. The Agent's Option is exercisable for a period of 24 months at a price of \$0.10 per common share.

Elcora's common shares have been conditionally approved for listing on the TSX Venture Exchange (the "Exchange"). The Company expects its common shares will commence trading on the Exchange as soon as practicable under the symbol 'ERA.P'.

The net proceeds of the Offering will be used to identify and evaluate assets or businesses for acquisition with a view to completing a "Qualifying Transaction" pursuant to Exchange Policy 2.4 – Capital Pool Companies, as disclosed in the Company's prospectus dated April 24, 2012.

At the closing of the Offering, the Company also granted stock options to its directors and officers to acquire an aggregate of 875,000 common shares at a price of \$0.10 per share, exercisable until May 16, 2022.

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

Certain information in this press release may contain forward-looking statements. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Actual results might differ materially from results suggested in any forward-looking statements. The Company assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward looking-statements unless and until required by securities laws applicable to the Company. Additional information identifying risks and uncertainties is contained in the Company's filings with the Canadian securities regulators, which filings are available at www.sedar.com.

For further information: Troy Grant, Director, President, CEO & Corporate Secretary, ELCORA RESOURCES CORP., T: 902 820-8847 F: 902 446-2001.