MATERIAL CHANGE REPORT

1. Name and Address of Company:

Ranchero Gold Corp. (formerly Melior Resources Inc.)
c/o Suite 910, 800 West Pender Street
Vancouver, British Columbia, V6C 2V6

2. Date of Material Change

October 7, 2021

3. Press Release

Issued October 8, 2021, distributed through GlobeNewswire and through various other approved public media and filed on SEDAR.

4. Summary of Material Change(s)

On October 8, 2021, Ranchero Gold Corp. (formerly Melior Resources Inc.) (the "**Company**") announced that it had completed the acquisition (the "**Transaction**") of all of the issued and outstanding shares of the privately held Ranchero Gold Corp. (as it then was) ("**Ranchero**"). Prior to the completion of the Transaction, the Company changed its name to "Ranchero Gold Corp." and consolidated its common shares on the basis of 32.6764 pre-consolidation common shares (each, a "**Pre-Consolidation Share**") of the Company for one post-consolidation common share of the Company (each, a "**Common Share**"). In accordance with the terms of the Transaction, Ranchero amalgamated with a wholly-owned subsidiary of the Company, 1274169 BC Ltd. ("**Newco**"), pursuant to the terms of a definitive amalgamation agreement dated February 17, 2021, as amended (the "**Definitive Agreement**"), among Ranchero, the Company and Newco.

The Common Shares will recommence trading on the TSX Venture Exchange (the "**Exchange**") at the opening of the markets on or around October 18, 2021 under the new ticker symbol "RNCH".

In connection with the Transaction, Ranchero completed a brokered financing (the "**Concurrent Financing**") through the issuance of 9,561,613 subscription receipts (each, a "**Subscription Receipt**") at a price of $0.55 per Subscription Receipt, for gross proceeds of $5,258,887. The first tranche of the Concurrent Financing closed on July 14, 2021, and the second tranche of the Concurrent Financing closed on August 4, 2021.

As a condition to closing of the Transaction, the Company settled its debt of approximately C$35.5 million owing to Pala Investments Limited ("**Pala**") through the conversion of approximately C$32.0 million of the outstanding indebtedness into an aggregate of 6,449,759 Common Shares, and Pala forgave the remaining indebtedness of approximately C$3.5 million pursuant to the terms of a debt settlement agreement between Pala and the Company.

The Company also issued an aggregate of 510,154 Common Shares to LACG Capital Inc. ("**LACG**") in consideration for LACG's assistance in introducing Ranchero to the Company.

The Company has approximately 65,737,332 Common Shares outstanding.

Following completion of the Transaction, the board of directors of the Company has been reconstituted to consist of Martyn Buttenshaw, Gustavo Mazón, Steven Ristorcelli and William Pincus. Management of the Company has been reconstituted to consist of William Pincus as President and Chief Executive Officer and Ranbir Sall as Chief Financial Officer and Corporate Secretary.

5.1 Full Description of Material Change

On October 8, 2021, the Company announced that it had completed the acquisition of the privately held Ranchero. Prior to the completion of the Transaction, the Company changed its name to "Ranchero Gold Corp." and consolidated its common shares on the basis of 32.6764 Pre-Consolidation Shares per Common Share. In accordance with the terms of the Transaction, Ranchero amalgamated with a wholly-owned subsidiary of the Company, Newco, pursuant to the terms of the Definitive Agreement. The Transaction constitutes a reverse take-over of the Company pursuant to the policies of the Exchange. The Common Shares are expected to recommence trading on the Exchange at the opening of the markets on or about October 18, 2021 under the new ticker symbol "RNCH". The Transaction remains subject to the final acceptance of the Exchange.

An aggregate of 57,862,322 Common Shares were issued pursuant to the Transaction. Following the completion of the Transaction, the Company has an aggregate of approximately 65,737,322 Common Shares. The CUSIP number of the Common Shares has been changed to 75189P109 and its ISIN has been changed to CA75189P1099.

In connection with the Transaction, Ranchero previously completed a private placement of an aggregate of 9,561,613 Subscription Receipts, at a price of $0.55 per Subscription Receipt, to raise aggregate gross proceeds of $5,258,887. Haywood Securities Inc. (the "**Agent**") acted as the agent and bookrunner to locate purchasers in the Concurrent Financing on a best-efforts agency basis. Immediately prior to the closing of the Transaction, each Subscription Receipt issued in the Concurrent Financing was converted to one common share of Ranchero, which was immediately exchanged for one Common Share pursuant to the Transaction. The gross proceeds of the Concurrent Financing less certain deductions and 50% of the cash fee payable to the Agent, applicable taxes and expenses of the Agent incurred in connection with the Concurrent Financing were released from escrow concurrently with the completion of the Transaction. The Company issued an aggregate of 319,093 broker warrants (each, a "**Broker Warrant**") in exchange for the broker warrants that were previously issued by Ranchero to the Agent and finders of the Concurrent Financing. Each Broker Warrant entitles the holder thereof to acquire one Common Share at an exercise price of $0.55 until October 7, 2023.

As a condition to closing of the Transaction, the Company settled its debt of approximately C$35.5 million owing to Pala through the conversion of approximately C$32.0 million of the outstanding indebtedness into an aggregate of 6,449,759 Common Shares, and Pala forgave the remaining indebtedness of approximately C$3.5 million pursuant to the terms of a debt settlement agreement between Pala and the Company.

As Pala was a control person of the Company prior to the Transaction, the debt settlement was a related party transaction pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company relied on the financial hardship exemptions from valuation and minority approval contained in sections 5.5(g) and 5.7 (e) of MI 61-101. The debt settlement was unanimously approved by the board of directors of the Company. Prior to the debt settlement and Transaction, Pala owned 47.3% of the Common Shares, and following the debt settlement and Transaction, Pala owns approximately 11.6% of the Common Shares.

The Company also issued an aggregate of 510,154 Common Shares to LACG in consideration for LACG's assistance in introducing Ranchero to the Company.

The Common Shares issued to Pala and LACG are subject to a hold period expiring on February 8, 2022, and the Common Shares issued to Pala are also subject to the Exchange's Form 5D – *Escrow Agreement*.

In accordance with the policies of the Exchange, the Company obtained the written consent of shareholders of the Company holding greater than 50% of the issued and outstanding Common Shares to the consolidation of the Common Shares and the Transaction

Following completion of the Transaction, the board of directors of the Company has been reconstituted to consist of Martyn Buttenshaw, Gustavo Mazón, Steven Ristorcelli and William Pincus. Management of the

Company has been reconstituted to consist of William Pincus as President and Chief Executive Officer and Ranbir Sall as Chief Financial Officer and Corporate Secretary.

Forward-Looking Statements

This material change report contains forward-looking statements that are based on the Company's current expectations and estimates. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "suggest", "indicate" and other similar words or statements that certain events or conditions "may" or "will" occur, and include, without limitation, statements regarding the Company's current plans and the final acceptance of the Exchange to the Transaction. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause actual events or results to differ materially from estimated or anticipated events or results implied or expressed in such forward-looking statements. Such forward-looking statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Forward-looking statements are based on a number of assumptions which may prove to be incorrect. The cautionary statements qualify all forward-looking statements attributable to the Company and persons acting on its behalf. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward- looking statement, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Accordingly, undue reliance should not be put on such statements due to the inherent uncertainty therein.

5.2 Disclosure for Restructuring Transactions

The Company's Filing Statement dated September 30, 2021, filed under the Company's profile on SEDAR at www.sedar.com, is incorporated by reference in respect of the information required to be disclosed by item 5.2 of this material change report.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change and this material change report and may be contacted at the following address and telephone number:

William Pincus, President, Chief Executive Officer and Director
c/o Suite 910, 800 West Pender Street
Vancouver, British Columbia V6C 2V6
PHONE: +1-303-589-3734

9. Date of Report

DATED at Vancouver, British Columbia this 15th day of October 2021.