FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company

Resouro Gold Inc. (the "**Company**")
40440 Thunderbird Ridge B1831
Garibaldi Highlands, BC, V0N 1T0

ITEM 2 Date of Material Change:

October 15, 2022.

ITEM 3 News Release:

A press release was disseminated through Newsfile and filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") on October 17, 2022. A copy of the press release is attached hereto and is available on SEDAR at www.sedar.com.

ITEM 4 Summary of Material Change:

The Company announced that Ms. Sandra Evans, CPA, CGA (Alberta) of Grove Corporate Services Ltd. ("**Grove**") has been appointed as Chief Financial Officer of the Company, effective October 15, 2022, subject to approval by the TSX Venture Exchange. Ms. Evans has over 30 years of experience in the energy, mining and manufacturing industries, both domestically and internationally. She has held senior accounting roles in several highly successful international exploration companies and brings a hands-on approach to budget management and public reporting. Ms. Evans succeeds Mr. William Tsang as Chief Financial Officer.

ITEM 5 Full Description of Material Change:

5.1 – Full Description of Material Change:

Reference is made to the press release attached hereto.

5.1 – Disclosure for Restructuring Transactions:

Not applicable.

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

This material change report is not being filed on a confidential basis.

ITEM 7 Omitted Information:

None.

ITEM 8 Executive Officer:

For further information, please contact Leah Hodges, Corporate Secretary of the Company, by email at lhodges@benchmarkgovernance.com or by phone at (604) 377-0403.

ITEM 9 Date of Report:

October 17, 2022.

Resouro Gold Announces Appointment of New CFO and Engages Grove for Investor Relations Services

Vancouver, B.C. – October 17, 2022 - Resouro Gold Inc. (TSXV: RAU) ("**Resouro**" or the "**Company**") is pleased to announce that Ms. Sandra Evans, CPA, CGA (Alberta) of Grove Corporate Services Ltd. ("**Grove**") has been appointed as Chief Financial Officer of the Company, subject to approval by the TSX Venture Exchange (the "**Exchange**"). Ms. Evans has over 30 years of experience in the energy, mining and manufacturing industries, both domestically and internationally. She has held senior accounting roles in several highly successful international exploration companies and brings a hands-on approach to budget management and public reporting. Ms. Evans succeeds Mr. William Tsang as Chief Financial Officer.

The Company is also pleased to announce that it has entered into an agreement with Grove to provide accounting, capital markets advisory, and investor relations services to Resouro, subject to approval by the Exchange. Grove will be paid $7,125 per month, which includes Ms. Evans' services, for an initial 3-month term, following which the agreement will continue on a month-to-month basis, unless the Company or Grove provides a 90 days' written notice of termination. To the knowledge of the Company, Grove does not currently hold a security position in Resouro.

About Resouro Gold Inc.

Resouro is a Canadian-based mineral exploration and development company focused on the discovery and advancement of economic mineral projects in Brazil. The Company's key exploration asset is the 100%-owned Novo Mundo Gold Project in Mato Grosso, Brazil.

On behalf of the Board of Directors,
RESOURO GOLD INC.

Christopher Eager, Director, President and CEO

For further information, please contact the Company at:
604.377.0403
info@resouro.com
https://resouro.com

Reader Advisory

This news release contains statements that constitute "forward-looking information," including statements regarding the plans, intentions, beliefs, and current expectations of the Company, its directors, or its officers with respect to the future business activities of the Company. The words "may," "would," "could," "will," "intend," "plan," "anticipate," "believe," "estimate," "expect," "future," "growth," "must," "next," "potential," "progress," "prospect," and similar expressions, as they relate to the Company or its management, are intended to identify such forward-looking information. Investors are cautioned that statements including forward-looking information are not guarantees of future business activities and involve risks and uncertainties, and that the Company's future business activities may differ materially from those described in the forward-looking information as a result of various factors, including but not limited to fluctuations in market prices, successes of the operations of the Company, continued availability of capital and financing, and general economic, market and business conditions. There can be no assurances that such forward-looking information will prove accurate, and therefore, readers are advised to rely on their own evaluation of the risks and uncertainties. The Company does not assume any obligation to update any forward-looking

information except as required under the applicable securities laws.

Neither the TSX Venture Exchange nor the Investment Industry Regulatory Organization of Canada accepts responsibility for the adequacy or accuracy of this release.