

**Form 51-102F3**  
***MATERIAL CHANGE REPORT***

**ITEM 1      Reporting Issuer**

CAIRO RESOURCES INC. (the "Company")  
Suite 1430 – 800 West Pender St.  
Vancouver, BC V6C 2V6

**ITEM 2      Date of Material Change**

July 6, 2017

**ITEM 3      News Release**

A news release setting out information relating to the material change described herein was issued by the Company on July 6, 2017 and disseminated through the facilities of Nasdaq/Marketwired.

**ITEM 4      Summary of Material Change**

The Company announced that that Greg Smith, Manolo Zuniga and James Taylor resigned as directors of the Company.

**ITEM 5      Full Description of Material Change**

See the news release attached.

**ITEM 6      Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable

**ITEM 7      Omitted Information**

Not Applicable

**ITEM 8      Executive Officer**

Darryl Cardey, President  
Tel: (604) 638-8063

**ITEM 9      Date of Report**

July 10, 2017

# Cairo Resources Inc.

Suite 1430 – 800 West Pender St.  
Vancouver, British Columbia  
Canada V6C 2V6

Telephone: (604) 638-8063

## NEWS RELEASE

### Cairo Changes Board of Directors

*Vancouver, BC, July 6, 2017* – **Cairo Resources Inc. (TSXV: QALH)** (“Cairo” or the “Company”) announces that Greg Smith, Manolo Zuniga and James Taylor have resigned as directors of the Company. The current Board is now comprised of Darryl Cardey, Paul Reynolds and Michael Sadhra.

The Company continues to pursue opportunities with a view to completing a Qualifying Transaction.

Darryl Cardey

President and CEO

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***For further information please contact:***

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