

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

Item 1 – Name and Address of Company

ROK Resources Inc.
1911 Broad Street
Regina, SK S4P 1Y1

Item 2 - Date of Material Change

December 31, 2025

Item 3 – News Release

News release was disseminated through ACCESSwire on December 31, 2025 and SEDAR+ filed on December 31, 2025.

Item 4 - Summary of Material Change

On December 31, 2025, ROK Resources Inc. (“**ROK**” or the “**Company**”) announced the signing of an amending agreement to the previously signed arrangement agreement dated September 23, 2025 (the “**Arrangement Agreement**”) between 17312539 Canada Inc., a private Canadian company formed for the sole purpose of completing the Arrangement (defined below) (the “**Purchaser**”), Blue Alaska Oil Trading LLC (“**Blue Alaska**”) the sole shareholder of Purchaser, and 102220885 Saskatchewan Ltd. (“**SpinCo**”), a newly formed company that shall retain the lithium assets of the Company.

Item 5.1 - Full Description of Material Change

ROK announced that on December 16, 2025 the Court of King’s Bench for the Province of Saskatchewan granted an order (the “**Final Order**”) approving the previously announced plan of arrangement (the “**Arrangement**”) and go-private transaction between ROK, the Purchaser, Blue Alaska, and SpinCo, and pursuant to which SpinCo shall retain the shares of EMP Metals Corp. which were previously owned by the Company (the “**Transaction**”).

Citing the need for additional time to secure payment of the consideration to the shareholders of ROK (the “**Shareholders**”), Blue Alaska and the Purchaser have requested, and ROK has agreed, effective as of December 30, 2025, to amend the Arrangement Agreement (the “**Amending Agreement**”) to provide for an extension to the Outside Date (as such term is defined in the Arrangement Agreement) to March 17, 2026. In addition, the parties have agreed (a) that the entirety of the Deposit has been earned by ROK and will either be applied to the cash consideration payable to the Shareholders, or delivered to ROK in the event that the Purchaser is unwilling or unable to close the Transaction, and (b) that the total Transaction Costs (as such term is defined in the Arrangement Agreement) shall not exceed CAD\$4.25 million, up from the originally agreed upon CAD\$4.0 million.

As a result of the negotiated extension and change in the Outside Date, the Transaction is expected to close on or before March 17, 2026. The Purchaser is obligated to provide three (3) business days prior to the closing of the Transaction sufficient cash to pay the aggregate consideration payable to the shareholders of ROK on the effective date of the Transaction in accordance with the Purchaser’s contractual obligations under the Amending Agreement.

On December 16, 2025, ROK provided notice of the receipt of the Final Order to Blue Alaska and the Purchaser and requested that the Purchaser deposit funds with Odyssey Trust Corporation, as escrow agent, sufficient to pay the aggregate consideration payable to the shareholders of ROK on the effective date of the Transaction in accordance with the Purchaser’s contractual obligations under the Arrangement Agreement. The Purchaser failed or neglected to forthwith make this payment after receipt of the Final

Order. As a result of this deficiency, on December 17, 2025 ROK delivered a notice of default under the Arrangement Agreement to each of the Purchaser and Blue Alaska advising that the Purchaser and Blue are in default of their respective contractual obligations.

Following the closing of the Transaction, ROK's common shares are expected to be delisted from the TSX Venture Exchange ("TSXV"), and the Company also intends to submit an application to cease to be a reporting issuer in Alberta, British Columbia, Ontario, Saskatchewan, being all of the jurisdictions in which the Company is currently a reporting issuer, under applicable Canadian securities laws.

The Amending Agreement will be filed and posted to SEDAR+ and can be found at www.sedarplus.ca.

Item 5.2 – Disclosure for Restructuring Transactions

Not applicable.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7 - Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 - Executive Officer

Jared Lukomski, Vice-President, Land, is knowledgeable about the material change and the Report and may be contacted at (306) 522-0011.

Item 9 – Date of Report

January 5, 2026.