

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

Item 1. Name and Address of Company

Inter-Rock Minerals Inc. (the **Company**)
500-2 Toronto Street
Toronto, ON
M5C 2B6

Item 2. Date of Material Change

December 29, 2017

Item 3. News Release

The news release attached hereto as Schedule "A" was disseminated by the Company on December 29, 2017 through the facilities of Marketwired and was subsequently filed on SEDAR.

Item 4. Summary Of Material Change

On December 29, 2017, the Company announced that it has completed its continuance out of Barbados and into Ontario, Canada (the **Continuance**), as well as the repeal of its former by-law and adoption of a new by-law (the **New By-Law**). The Continuance and the New By-Law were approved by shareholders of Inter-Rock (the **Shareholders**) at a special meeting of Shareholders held on December 6, 2017.

Item 5. Full Description Of Material Change

Please refer to the attached Schedule "A" for a copy of the news release issued on December 29, 2017.

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

Not applicable.

Item 7. Omitted Information

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

Item 8. Executive Officer

The following is the name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this report.

Robert Crombie
Chief Financial Officer
(416) 367-3004

Item 9. Date of Report

December 29, 2017.

Schedule "A"

News Release dated December 29, 2017

INTER-ROCK

Inter-Rock Minerals Inc.

Inter-Rock Announces Completion of Continuance into Ontario, Adoption of New By-law

Toronto, December 29, 2017

Inter-Rock Minerals Inc. (TSX-V: IRO) ("**Inter-Rock**") is pleased to announce that it has completed its continuance out of Barbados and into Ontario, Canada (the "**Continuance**"), as well as the repeal of its former by-law and adoption of a new by-law (the "**New By-Law**"). The Continuance and the New By-Law were approved by shareholders of Inter-Rock (the "**Shareholders**") at a special meeting of Shareholders held on December 6, 2017.

Company Contact:

Robert Crombie
CFO
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No stock exchange or securities regulatory authority has reviewed or accepts responsibility for the adequacy or accuracy of this release.

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