

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

Item 1 Name and Address of Company

Smooth Rock Ventures Corp. (the “Company”)
Suite 820, 1130 West Pender Street
Vancouver, BC, Canada V6E 4A4

Item 2 Date of Material Change

December 27, 2019

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of Stockwatch on December 27, 2019.

Item 4 Summary of Material Change

The Company announced it has signed a purchase agreement to acquire a 100% undivided interest in the Loman Property, located in Mineral County, Nevada, within the Walker Lane gold trend. The Loman Property consists of 50 unpatented mining claims having a combined area of approximately 405 hectares (1,000 acres) that covers several past producing small-scale high-grade gold and copper mines, altered and mineralized zones discovered by previous geological compilations and mapping of the historical workings. Historical sampling on the project has revealed the presence of copper, bismuth, and antimony as well as pervasive lower grade gold mineralization, cut by vein structures (some previously mined) of higher-grade gold. The Company can purchase an undivided one hundred percent (100%) interest in the Loman Property by the issuance of 3,000,000 common shares of the Company within five business days from receiving TSX Venture Exchange approval.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the news release attached as Schedule “A” for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Michel David, Interim Chief Executive Officer and Director
Telephone: 888-909-5548

Item 9 Date of Report

December 27, 2019

SCHEDULE "A"



SMOOTH ROCK VENTURES CORP.
1130 West Pender Street, Suite 820
Vancouver, B.C. V6E 4A4
Tel: 888-909-5548
Fax: 888-909-1033

Trading Symbol: **SOCK**

SMOOTH ROCK TO ACQUIRE THE LOMAN PROPERTY

Vancouver, B.C. December 27, 2019 - Smooth Rock Ventures Corp. ("Smooth Rock" or the "Company") (TSX.V: **SOCK**) is pleased to announce it has signed a purchase agreement to acquire a 100% undivided interest in the Loman Property, located in Mineral County, Nevada, within the Walker Lane gold trend (the "**Purchase Agreement**").

The Loman Property consists of 50 unpatented mining claims having a combined area of approximately 405 hectares (1,000 acres) that covers several past producing small-scale high-grade gold and copper mines, altered and mineralized zones discovered by previous geological compilations and mapping of the historical workings. Historical sampling on the project has revealed the presence of copper, bismuth, and antimony as well as pervasive lower grade gold mineralization, cut by vein structures (some previously mined) of higher-grade gold. Previous geophysical surveys also denoted the presence of significant coincident I.P. and magnetic anomalies. These factors clearly demonstrate the potential of this relatively unexplored project for the discovery of gold mineralization.

The Loman Property is within the Walker Lane shear zone, a 60-mile-wide structural corridor extending in a southeast direction from Reno, Nevada, located 20 miles southeast of Hawthorne, Nevada, along U.S. Highway 95. The project has excellent year-round access and infrastructure within Mineral County, one of the most pro-mining counties in the pro-mining states and highest-grade gold districts of Nevada.

The Loman Property is located near the Garfield Flats Project and several past producing mines including the Bodie, Aurora, Borealis, Pamlico, Evening Star, Mabel, Mindoro and Camp Douglas Mines. Held by private interests for most of its history, the Loman Property remains very underexplored with a potential for new discoveries on several exploration targets with multiple zones.

Smooth Rock can purchase an undivided one hundred percent (100%) interest in the Loman Property by the issuance of 3,000,000 common shares of the Company within five business days from receiving TSX Venture Exchange approval. Upon completion of the above transaction, the Loman Property is not subject to any outstanding royalties.

The scientific and technical content and interpretations contained in this news release have been reviewed, verified and approved by E. Gauthier, geol., Eng (OIQ), a consultant of the Company, and an independent Qualified Person as defined by NI 43-101, Standards of Disclosure for Mineral Projects.

ON BEHALF OF THE BOARD

"Michel David"

Michel David
President & CEO

FOR FURTHER INFORMATION PLEASE CONTACT: Smooth Rock Ventures Corp.

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.