

**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, British Columbia
Canada V6E 4A4

Item 2 Date of Material Change

February 3, 2023

Item 3 News Release

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Newsfile Corp. on February 6, 2023, and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

On February 6, 2023, the Company announced the appointment of Mr. Mohammad Fazil as a director of the Company. Mr. Fazil will be replacing Mr. Eric Falardeau, who has stepped down as a director.

The Company also announced it has granted 1,000,000 incentive stock options, to certain officers, directors, and consultants of the Company to purchase up to a total of 1,000,000 common shares of the Company at a price of \$0.07 for a period of five years.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the appointment of Mr. Mohammad Fazil, as a director of the Company effective immediately. Mr. Fazil has been active in venture capital for over 35 years. He was employed by boutique investment dealers in Canada as a finance professional focusing on funding junior listed issuers on the TSX and TSX Venture exchange. During his career he has raised over \$400 million for venture companies. He is the Chairman of the Calgary branch of the TSX Venture Exchange's Listing Advisory Committee and a member of the National Advisory Committee. Mr. Fazil is the founder and President of Lion Park Capital, a private financial advisory firm advising companies wanting to list on a Canadian stock exchange. He is currently and has served as a director & officer for several public companies both in the United States and Canada. The Company also announces Mr. Eric Falardeau has resigned as a director of the Company. Smooth Rock would like to thank Mr. Falardeau for his contributions to the Company and wish him well in his future business endeavors.

Finally, the Company is granting 1,000,000 incentive stock options to certain officers, directors, and consultants of the Company to purchase up to a total of 1,000,000 common shares of the Company at a price of \$0.07 per common share for a period of five years. The stock options are subject to the terms of the Company's stock option plan and the approval of the TSX Venture Exchange.

5.2 Disclosure for Restructuring Transactions

Not applicable

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

The report is not being filed on a confidential basis.

Item 7 Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8 Executive Officer

For further information, please contact Chris Hobbs, Chief Financial Officer and Director of the Company, at (888) 909-5548.

Item 9 Date of Report

February 9, 2023