

**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

December 2, 2025

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 December 2, 2025, and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

On December 2, 2025, the Company announced a consolidation of its common shares on a two (2) for one (1) basis (the “**Share Consolidation**”).

The TSX Venture Exchange (“**TSXV**”) has accepted the Share Consolidation and the Company's common shares will commence trading, effective market open on December 8, 2025 (the “**Effective Date**”), on the TSXV on a post-Share Consolidation. The Company currently has 24,674,794 common shares issued and outstanding. Following the Share Consolidation, the Company expects to have 12,337,398 common shares, subject to rounding, issued and outstanding. No fractional common shares will be issued pursuant to the Share Consolidation. Each fractional common share that is less than one-half (1/2) of a common share will be cancelled and each fractional common share that is at least one-half (1/2) of a common share will be rounded up to the nearest whole common share and no cash consideration will be paid in respect of cancelled fractional common shares. The name of the Company and trading symbol will remain the same after the Share Consolidation.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On December 2, 2025, the Company announced the Share Consolidation.

The TSXV has accepted the Share Consolidation and the Company's common shares will commence trading, effective market open on the Effective Date, on the TSXV on a post-Share Consolidation. The Company currently has 24,674,794 common shares issued and outstanding. Following the Share Consolidation, the Company expects to have 12,337,398 common shares, subject to rounding, issued and outstanding. No fractional common shares will be issued pursuant to the Share Consolidation. Each fractional common share that is less than one-half (1/2) of a common share will be cancelled and each fractional common share that is at least one-half (1/2) of a common share will be rounded up to the nearest whole common share and no cash consideration will be paid in respect of cancelled fractional common shares. The name of the Company and trading symbol will remain the same after the Share Consolidation.

On the Effective Date, the new CUSIP number of the Company's common shares will be 83268K306 and the new ISIN will be CA83268K3064. Registered shareholders holding Direct Registration System

(“**DRS**”) statements will receive new DRS statements representing post-Share Consolidation common shares directly from the transfer agent of the Company and the Company will communicate directly with registered shareholders holding share certificates to explain the process for exchange. Common Shares held by shareholders through brokerage accounts will also be consolidated with no action required by such shareholders.

Pursuant to the provisions of the *Business Corporations Act* (British Columbia) and the Articles of the Company, the Share Consolidation was approved by way of resolutions passed by the board of directors of the Company.

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 Christos Doulis, Chief Executive Officer and Director of the Company, at (647) 924-1083.

Item 9 Date of Report

December 3, 2025