

**ROKMASTER RESOURCES CORP.**  
**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

***Item 1: Name and Address of Company***

ROKMASTER RESOURCES CORP. ("Rokmaster" or the "Company")  
1150 - 625 Howe Street  
Vancouver, BC V6C 2T6

***Item 2: Dates of Material Change***

December 15, 2020 and December 16, 2020

***Item 3: News Releases***

The News Releases were disseminated by CNW and filed on SEDAR on December 15, 2020 and December 16, 2020.

***Item 4: Summary of Material Changes***

The Company intends to complete a non-brokered private placement for proceeds up to \$9,200,000 through the issuance of up to 13,480,114 Flow-Through Units (the "FT Units") at a price of \$0.44 per FT Unit and up to 10,214,844 Non-Flow-Through Units (the "NFT Units") at a price of \$0.32 per NFT Unit.

***Item 5: Full Description of Material Change***

***5.1 Full Description of Material Changes***

The flow-through funding will consist of up to 13,480,114 FT Units, priced at \$0.44 each for gross proceeds of up to \$5,931,250. Each FT Unit will consist of one flow-through common share (the "FT Share") plus one share purchase warrant to purchase one non-flow-through common share of the Company (a "Warrant Share") at \$0.48 per Warrant Share for a period of two years.

Additionally, the non-flow-through funding will consist of up to 10,214,844 NFT Units, priced at \$0.32 each for gross proceeds of up to \$3,268,750. Each NFT Unit will consist of one common share plus one share purchase warrant to purchase a Warrant Share at \$0.48 for a period of two years.

The FT Shares will qualify as "flow-through shares" (within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act"). The gross proceeds raised from the sale of the FT Share component of the FT Units will be used by Rokmaster to incur "Canadian exploration expenses" (within the meaning of the Tax Act). Rokmaster will use funds raised from the sale of the NFT Units on non-flow-through eligible project expenses as well as for working capital purposes.

Directors and officers of the Company may acquire securities under the Financing, which participation would be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). Such participation is expected to be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101.

The Company may pay certain finder's fees in relation to the Financing. This non-brokered private placement is subject to TSX Venture Exchange approval. All shares issued pursuant to this offering and any shares issued pursuant to the exercise of warrants will be subject to a four-month and one day hold period from the closing date and are not being offered or registered in the United States.

**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**

John Mirko, President and CEO – Telephone: (604) 290-4647

**Item 9: Date of Report**

December 18, 2020