

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

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

ROKMASTER RESOURCES CORP. (“Rokmaster” or the “Company”)  
615 - 625 Howe Street  
Vancouver, BC V6C 2T6

***Item 2: Date of Material Change***

August 25 2022

***Item 3: News Release***

The News Release was disseminated by CNW and filed on SEDAR on August 25, 2022.

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

The Company completed a non-brokered private placement (the “Financing”) for total gross proceeds of \$1,325,000 through the issuance of 3,100,000 Flow-Through Units (the “FT Units”) at a price of \$0.15 per FT Unit and 7,166,665 Non-Flow-Through Units (the “NFT Units”) at a price of \$0.12 per NFT Unit.

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

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

The Company completed a non-brokered private placement (the “Financing”) for total gross proceeds of \$1,325,000 through the issuance of 3,100,000 Flow-Through Units (the “FT Units”) at a price of \$0.15 per FT Unit and 7,166,665 Non-Flow-Through Units (the “NFT Units”) at a price of \$0.12 per NFT Unit.

Each FT Unit is comprised of one flow-through common share (the “FT Share”) plus one-half (1/2) non-transferable share purchase warrant (the “FT Warrant”) to purchase one non-flow-through common share (a “Warrant Share”) at \$0.25 per Warrant Share which expires on August 24, 2023. The FT Warrants are subject to an accelerated expiry date, at the Company’s option, which comes into effect when the trading price on the TSX Venture Exchange (the “Exchange”) of the Company’s common shares closes at or above \$0.30 per share during any 10 consecutive trading day period commencing four months plus one day after the date of issuance.

Each NFT Unit is comprised of one common share plus one non-transferable share purchase warrant (the “NFT Warrant”) to purchase a Warrant Share at \$0.20 which expires on August 24, 2023. The NFT Warrants are subject to an accelerated expiry date, at the Company’s option, which comes into effect when the trading price on the TSX Venture Exchange (the “Exchange”) of the Company’s common shares closes at or above \$0.25 per share during any 10 consecutive trading day period commencing four months plus one day after the date of issuance.

In connection with the closing of the Financing, the Company paid cash finder’s fees in aggregate of \$88,100, and issued a total of 687,666 finder’s warrants (the “Finder’s Warrants”) to certain finders and of the total Finder’s Warrants issued, 186,000 has the same terms as the FT Warrants and 501,666 has the same terms as the NFT Warrants.

An insider of the Company subscribed for 2,166,666 NFT Units in the Financing for gross proceeds of \$260,000, which participation constituted a “related party transaction” as defined under Multilateral Instrument 61-101 (“MI 61-101”). Such participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the securities acquired by the insider, nor the consideration for the securities paid by such insider, exceed 25% of the Company’s market capitalization.

**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**

September 1, 2022