

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

November 17, 2023

Item 3: News Release

The News Release was disseminated by CNW and filed on SEDAR on November 20, 2023.

Item 4: Summary of Material Changes

The Company enters into arrangement agreement for spin-out of Duncan Lake and Big Copper Projects

Item 5: Full Description of Material Change

5.1 Full Description of Material Changes

The Company entered into an arrangement agreement (the "Arrangement Agreement") with its wholly-owned subsidiary, 4Metals Exploration Ltd. ("SpinCo" or "4Metals"), pursuant to which it will spin out (the "Spin-Out") all of its interest in its 100%-owned Duncan Lake project and 55%-owned Big Copper project (together, the "Spin-Out Properties") to shareholders of the Company (the "Shareholders") by way of a statutory plan of arrangement (the "Arrangement") pursuant to the Business Corporations Act (British Columbia).

The Arrangement must be approved by the Supreme Court of British Columbia (the "Court") and by the affirmative votes of at least 2/3 of the Shareholders cast at the annual general and special meeting of the Company to be held on or around January 12, 2024 (the "Meeting"). Upon receipt of approval from the Shareholders and the Court, the Board will determine an effective date to complete the Arrangement.

The Arrangement Agreement

Under the Arrangement, Shareholders as of the effective date will receive new common shares of Rokmaster (each, a "New Rokmaster Share") and common shares of SpinCo (the "SpinCo Shares") by way of a share exchange, pursuant to which each existing common share of Rokmaster (an "Existing Rokmaster Share") will be exchanged for one New Rokmaster Share and 0.125 of a SpinCo Share (or one SpinCo Share distributed for every eight Existing Rokmaster Shares held) rounded down to the next whole number of SpinCo Shares. As a result of the Arrangement, 4Metals will become a reporting issuer in the provinces of British Columbia, Alberta, Manitoba and Ontario.

Holders of options and warrants of Rokmaster will be entitled to receive, upon exercise of an option or warrant for the same aggregate consideration, one New Rokmaster Share and 0.125 of a SpinCo Share (rounded down to the next whole number of SpinCo Shares) in lieu of each Existing Rokmaster Share such holder otherwise would have been entitled to receive, subject to applicable adjustments pursuant to the Company's stock option plan, the relevant stock option agreements or certificates representing the warrants, as applicable.

Conditions to Closing

Completion of the Arrangement is subject to several conditions, including the following:

- a. Regulatory and Shareholder approvals;
- b. Final order of the Court approving the Arrangement; and
- c. Completion of a financing to raise working capital for 4Metals.

Additional details of the Arrangement will be included in an information circular to be mailed to Shareholders. The Spin-Out is expected to close on such date to be determined after the Meeting, subject to the satisfaction of all conditions precedent and receipt of all necessary approvals.

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

November 22, 2023