

MATERIAL CHANGE REPORT

1. Name and Address of Reporting Issuer

Softrock Minerals Ltd.
Suite 1010, 825 – 8th Avenue SW
Calgary, Alberta, T2P 2T3

2. Date of Material Change

March 6, 2012

3. News Release

A press release announcing the material change was issued on March 16, 2012 for Canadian wide distribution through a recognized newswire service.

4. Summary of Material Change:

On March 6, 2012, Softrock Minerals Ltd. (the "Company" or "Softrock") closed its previously announced private placement of 2,000,000 units ("Units") of the Company at a price of \$0.07 per Unit for aggregate gross proceeds of \$140,000. Each Unit consists of one common share (a "Common Share") of Softrock and one Common Share purchase warrant (a "Warrant") entitling the holder thereof to purchase one Common Share at a price of \$0.10 per share for a period of five years; provided that if the volume weighted average trading of the Common Shares on the TSX Venture Exchange is \$0.25 per share or higher for 20 consecutive trading days, the Warrants will expire within 30 days of the Company giving notice of such.

5. Full Description of Material Change

5.1 Full Description of Material Change

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Proceeds from the proposed financing will be used for general working capital purposes.

All securities issued pursuant to the private placement are subject to a four-month hold period. In connection with the private placement the Company paid a finder's fee and issued broker warrants entitling the holder thereof to acquire Units at a price of \$0.07 per Unit for a period of five years.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Nick Taylor, President and Chief Executive Officer of the Corporation, may be reached by telephone at (403) 266-2605.

9. Date of Report

March 16, 2012