FORM 51-102F3 - MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Smooth Rock Ventures Corp. (the "**Company**")
Suite 1080, 789 West Pender Street
Vancouver, BC, Canada V6C 1H2

Item 2 Date of Material Change

May 15, 2019

Item 3 News Release

The news release attached hereto as Schedule "A" announcing the material change described herein was disseminated through the news dissemination services of Newsfile Corp. on May 15, 2019.

Item 4 Summary of Material Change

The Company announced it has closed its non-brokered private placement for gross proceeds of $1,000,889.96 (the "**Private Placement**") through the issuance of 14,298,428 units at a price of $0.07 per unit. Each unit consisted of one common share and one warrant. Each warrant entitles the holder to acquire one common share of the Company at a price of $0.11 per common share for a period of 24 months following the date of issuance. The Company paid $38,855.20 in cash for finder's fees on the private placement, along with 555,074 non-transferable finder's warrants, each entitling its holder to acquire one common share at $0.11 for a two-year period after closing of the private placement. The Private Placement is subject to final TSX Venture Exchange acceptance.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the news release attached as Schedule "A" for a full description of the material change.

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

Jeffrey Cocks, CEO and Director
Telephone: 888-909-5548

Item 9 Date of Report

May 15, 2019

SCHEDULE "A"

SMOOTH ROCK VENTURES CORP.
Suite 1080, 789 West Pender Street
Vancouver, British Columbia, V6C 1H2
Telephone: 888-909-5548
Facsimile: 888-909-1033

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NEWS RELEASE

SMOOTH ROCK CLOSES PRIVATE PLACEMENT

Vancouver, British Columbia – May 15, 2019 - Smooth Rock Ventures Corp. (TSXV: SOCK) ("**Smooth Rock**" or the "**Company**") is pleased to announce it has closed its non-brokered private placement previously announced on March 27, 2019, for gross proceeds of $1,000,889.96 (the "**Private Placement**") through the issuance of 14,298,428 units at a price of $0.07 per unit.

Each unit consisted of one common share and one warrant. Each warrant entitles the holder to acquire one common share of the Company at a price of $0.11 per common share for a period of 24 months following the date of issuance.

The Company paid $38,855.20 in cash for finder's fees on the private placement, along with 555,074 non-transferable finder's warrants, each entitling its holder to acquire one common share at $0.11 for a two (2) year period after closing of the private placement.

All securities issued above are subject to a hold period expiring on September 16, 2019, being four months and one day after closing of the private placement. Proceeds of the private placement will be used for expenditures on the Garfield Flats project, future acquisitions and general working capital. The Private Placement is subject to final TSX Venture Exchange acceptance.

ON BEHALF OF THE BOARD

"Jeffrey Cocks"
Jeffrey Cocks
President & CEO

FOR FURTHER INFORMATION, PLEASE CONTACT:
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