

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Smooth Rock Ventures Corp. (the “**Company**”)
Suite 820, 1130 West Pender Street
Vancouver, BC, Canada V6E 4A4

Item 2 Date of Material Change

July 16, 2020

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 July 16, 2020.

Item 4 Summary of Material Change

The Company announced it will be closing a non-brokered private placement for aggregate gross proceeds of \$366,857.96 through the issuance of 5,240,827 units at a price of \$0.07 per unit.

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

Alan Day, President and CEO
Telephone: 888-909-5548

Item 9 Date of Report

July 17, 2020

SCHEDULE "A"



1130 West Pender Street, Suite 820
Vancouver, B.C. V6E 4A4
Tel: 888-909-5548
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Trading Symbol: **SOCK**

SMOOTH ROCK TO CLOSE PRIVATE PLACEMENT

July 16, 2020 - Smooth Rock Ventures Corp. ("Smooth Rock" or the "Company") (TSX.V:SOCK) is pleased to announce it will be closing a non-brokered private placement for aggregate gross proceeds of \$366,857.96 (the "**Private Placement**") through the issuance of 5,240,828 units at a price of \$0.07 per unit.

Each unit will consist 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 Private Placement has been arranged in response to further investor interest arising from the Company's recently completed oversubscribed non-brokered private placement, previously announced on July 14, 2020.

The Company will pay applicable finder's fees on the Private Placement of \$11,200.00 in cash and 160,000 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.

An insider of the Company, Alan Day, is acquiring 386,942 Units indirectly through his company, MSM Resource, LLC. The participation by an insider in the Private Placement is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("**MI 61-101**"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities being issued, nor the consideration being paid exceeds 25% of Smooth Rock's market capitalization. The material change report in connection with the Private Placement was not filed 21 days in advance of the closing of the first tranche of the Private Placement for the purposes of Section 5.2(2) of MI 61-101 on the basis that the Subscription Agreement under the Private Placement was not available to the Company until shortly before closing.

All securities to be issued above will be subject to a hold period expiring four months and one day from the closing date of the Private Placement, in accordance with applicable securities laws. The net proceeds of the Private Placement will be used for work on the Company's mineral properties and general working capital. The closing of the Private Placement is subject to final acceptance by the TSX Venture Exchange.

ON BEHALF OF THE BOARD

"Alan Day"

Alan Day
President & CEO

FOR FURTHER INFORMATION PLEASE CONTACT: Smooth Rock Ventures Corp.

(TEL)- (888) 909-5548, (FAX)-(888) 909-1033

Email: info@smoothrockventures.com Website: www.smoothrockventures.com

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.