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MATERIAL CHANGE REPORT

1. **Reporting Issuer**

Full name of the Issuer:

Rolling Rock Resources Corporation

The address of the principal office in Canada of the reporting Issuer is as follows:

Unit 1- 15782 Marine Drive
White Rock, BC V4B 1E6

PHONE: (604) 536 - 2711

2. **Date of Material Change**

July 5, 2006

3. **Press Release**

The date and place(s) of issuance of the press release are as follows:

July 6, 2006

The press release was released to the TSX Venture Exchange Inc. (th e "Exchange") being the only exchange upon which the shares of the Issuer are listed, and through various other approved public media.

4. **Summary of Material Change(s)**

A summary of the nature and substance of the material change is as follows:

Rolling Rock Resources Corporation (the "Company") (TSX-V:RLL) closed its purchase of the Monument Bay Project (the "Project") by issuing 8,000,000 shares in its capital to Bema Gold Corporation ("Bema") for Bema's 70% interest in the Project and 4,000,000 shares in its capital to Wolfden Resources Inc. ("Wolfden") for Wolfden's 30% interest in the Project.

5. **Full Description of Material Change**

On July 5, 2006, the Company entered into a property purchase agreement with Bema (the "Bema Agreement") whereby the Company purchased Bema's 70% interest in the Project (the "Bema Interest") by issuing 8,000,000 shares in the capital of the Company to Bema. Also on July 5, 2006, the Company entered into a property purchase agreement with Wolfden (the "Wolfden Agreement") whereby the Company purchased Wolfden's 30% interest in the Project (the "Wolfden Interest") by issuing 4,000,000 shares in the capital of the Company to Wolfden.

Pursuant to the terms of the Bema and Wolfden Agreements, the Company will issue further 4,000,000 shares to Bema and 1,500,000 shares to Wolfden upon completion of a feasibility study and further 3,000,000 shares to Bema and 50,000 shares to Wolfden upon commencement of commercial production.

In addition, the Company has entered into a Tier 2 Value Security Escrow Agreement with Pacific Corporate Trust Company and each of Bema and Wolfden whereby the shares issued to Bema and Wolfden are to be held in escrow. The escrowed shares are subject to a timed release schedule whereby equal tranches of 15% of escrowed shares will be released at a six month interval after the initial release of 10% of escrowed shares on July 6, 2006.

The following are timed release schedules for the escrowed shares for each of Bema and Wolfden:

Timed Release of Escrowed Shares for Bema

Release Dates	Percentage of Total Escrowed Securities to be Released	Total Number of Escrowed Securities Securities to be Released
July 6, 2006	1/10 of 8,000,000	800,000
January 7, 2007	1/6 of 7,200,000	1,200,000
July 7, 2007	1/5 of 6,000,000	1,200,000
January 7, 2008	1/4 of 4,800,000	1,200,000
July 7, 2008	1/3 of 3,600,000	1,200,000
January 7, 2009	1/2 of 2,400,000	1,200,000
July 7, 2009	1,200,000	1,200,000
Total	100%	8,000,000

Timed Release of Escrowed Shares for Wolfden

Release Dates	Percentage of Total Escrowed Securities to be Released	Total Number of Escrowed Securities Securities to be Released
July 6, 2006	1/10 of 4,000,000	400,000
January 7, 2007	1/6 of 3,600,000	600,000
July 7, 2007	1/5 of 3,000,000	600,000
January 7, 2008	1/4 of 2,600,000	600,000
July 7, 2008	1/3 of 2,000,000	600,000
January 7, 2009	1/2 of 1,200,000	600,000
July 7, 2009	600,000	600,000

Total	100%	4,000,000

The above timed release schedules will be replaced by Schedule B(1) of the Escrow Agreement subject to the Company becoming a Tier 1 Issuer. The shares issued to Bema and Wolfden are also subject to resale restriction of four months imposed by the Exchange.

As a result of acquiring the Bema Interest by the Company, Bema is now the beneficial and legal owner of 23.69% shares issued and outstanding in the capital of the Company making it a Control Person and an Insider of the Company.

As a result of acquiring the Wolfden Interest by the Company, Wolfden is now the beneficial and legal owner of 11.84% shares issued and outstanding in the capital of the Company making it an Insider of the Company.

The Company has also entered into a royalty agreement with Bema dated July 5, 2006 whereby the Company agreed to pay to Bema a non-participating royalty equal to one and a half percent (1.5%) of net smelter returns ("NSR") from the sale or other disposition of products mined or otherwise recovered from the Project.

The Project is subject to a two percent (2%) NSR royalty until the production of one million troy ounces of gold equivalent and three percent (3%) NSR royalty thereafter to Newmont Canada Limited ("Newmont"). In addition, Newmont will be entitled to a cash payment in the amount of $500,000 upon completion of a final, positive, independent feasibility study prepared by a reputable third party of national recognition and a cash payment in the amount of $500,000 upon the commencement of commercial production.

The acquisition of the Project (the "Acquisition") by the Company constitutes a reverse take-over ("RTO") pursuant to the policies of the Exchange. Under Canadian GAAP, the Acquisition will be treated as a property acquisition for accounting purposes. With respect to National Instrument 51-102 "*Continuous Disclosure Obligations*" Part 4.9, the date of the Company's first financial year-end subsequent to the RTO remains December 31 and the periods of the interim and annual financial statements required to be filed for the Company's first financial year subsequent to the RTO remains quarterly. The RTO was approved by the shareholders of the Company at the annual and special meeting of the shareholders of the Company held on June 28, 2006. The Exchange issued its final acceptance Bulletin with respect to the RTO on July 6, 2006.

The Project is located in northeastern Manitoba on the border with

Ontario, Canada, and consists of 35 contiguous claims totaling 6,692 hectares. The Project is approximately 25 kilometers long by 15 kilometers wide and hosts high-grade gold mineralization within the Stull Lake greenstone belt, similar to the Red Lake district in northern Ontario.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following address and telephone number:

Doris Meyer, Chief Financial Officer and Corporate Secretary
Unit 1 – 15782 Marine Drive
White Rock, BC V4B 1E6

PHONE: (604) 536 – 2711

9. Date of Report

DATED at White Rock, British Columbia, this 14 day of July, 2006.

"Doris Meyer"

Doris Meyer, Chief Financial Officer and
Corporate Secretary