

MATERIAL CHANGE REPORT

1. Reporting Issuer

Full name of the Issuer:

Rolling Rock Resources Corporation (“Rolling Rock” or the “Company”)

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

Unit 1 – 15782 Marine Drive
White Rock, British Columbia
V4B 1E6

PHONE: (604) 536-2711

2. Date of Material Change

February 5, 2008

3. Press Release

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

February 5, 2008

The Press Release was released to the TSX Venture Exchange being the only exchange upon which the shares of the Company are listed, and through various other approved public media.

4. Summary of Material Change(s):

Rolling Rock Resources Corporation (the “Company”) (TSX-V : RLL) has closed a non-brokered private placement (the “Private Placement”) with aggregate gross proceeds of \$1,322,500.

5. Full Description of Material Change

The Company has closed a non-brokered private placement (the “Private Placement”) with aggregate gross proceeds of \$1,322,500 from the sale of 5,750,000 units at a price of \$0.23 per unit (the “Unit”). Each Unit consists of one common share and one non-transferable common share purchase warrant (a “Warrant”). Each Warrant entitles the holder thereof to purchase an additional common share for a price of \$0.40 per share for a period of one year expiring February 5, 2009. The common shares issued, and any common shares issued pursuant to the exercise of warrants prior to June 6, 2008 will be restricted from trading until June 6, 2008.

Proceeds of this Private Placement will be used primarily for continued exploration of the Company’s Monument Bay Property and Domain properties, as well as general corporate purposes.

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 Company 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, British Columbia
V4B 1E6
PHONE: (604) 536-2711

9. Date of Report

DATED at White Rock, British Columbia this 6th day of February 2008.

"Doris Meyer"

Doris Meyer, Chief Financial Officer and Corporate
Secretary