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 25, 2010

3. Press Release

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

February 26, 2010

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 $1,200,000.

5. Full Description of Material Change

The Company has closed a non-brokered private placement (the “Private Placement”) with aggregate gross proceeds of $1,200,000 from the sale of 6,000,000 units at a price of $0.20 per unit (the “Unit”). Each Unit comprised one common share and one common share purchase warrant (a “Warrant”). Each whole Warrant entitles the holder thereof to purchase an additional common share for a price of $0.30 per share until February 25, 2012. The common shares issued, and any common shares issued pursuant to the exercise of Warrants prior to June 26, 2010 will be restricted from trading until June 26, 2010.

The Company paid a finder’s fee to PowerOne Capital Markets Limited of $72,000 cash and 600,000 Finder’s Options on the same terms as the Unit.

Three insiders took part in the private placement: Scott Angus for 150,000 Units, Ian MacLean for 125,000 Units and Mega Precious Metals Inc. (“Mega”) for 1,900,000 Units. Mega now owns a total of 9.9 million common shares of the Company representing approximately 18.9% of the currently outstanding common shares of the Company and warrants to purchase an additional 1.9 million common shares of the Company. If all of the warrants are exercised, Mega will have ownership or control over 11.8 million common shares representing approximately 21.7% of the outstanding common shares of the Company then outstanding after giving effect to only the exercise of the warrants.

Pinetree Capital Ltd. (“Pinetree”) became a new insider of the Company following the purchase of 1.5 million Units of the private placement. As a result of this transaction Pinetree held a total of 6 million common shares of the Company representing 10.33% of the current issued and outstanding common shares of the Company and warrants to purchase 1.5 million common shares of the Company. If all of the warrants are exercised then Pinetree will have ownership or control of 7.5 million common shares representing approximately 13.9% of the outstanding common shares of the Company outstanding as at February 26, 2010.

Proceeds of this Private Placement will be used primarily for continued exploration of the Company's Manitoba gold projects and general working capital.

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 8th day of March 2010.

"Doris Meyer"
Doris Meyer, Chief Financial Officer and Corporate Secretary