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

September 23, 2010

3. Press Release

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

September 24, 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) and Mega Precious Metals Inc. (“Mega”) (TSX-V : MGP) jointly announced today that they have entered into a binding letter agreement (the “Agreement”) whereby Mega will acquire all of the outstanding common shares of Rolling Rock in an all-share transaction. The transaction will effectively combine the assets of both companies on a consolidated basis, with Rolling Rock becoming a wholly-owned subsidiary of Mega.

Under the Agreement, Rolling Rock shareholders (other than Mega) will receive 0.4 common shares of Mega for each common share of Rolling Rock. Based on the closing price of Mega on the TSX-V on September 23, 2010, the exchange ratio represents a 37.0% premium over Rolling Rock’s 20-day volume weighted average share price. Total consideration is valued at approximately $10.1 million.

5. Full Description of Material Change

Rolling Rock Resources Corporation (the “Company”) (TSX-V : RLL) and Mega Precious Metals Inc. (“Mega”) (TSX-V : MGP) jointly announced today that they have entered into a binding letter agreement (the “Agreement”) whereby Mega will acquire all of the outstanding common shares of Rolling Rock in an all-share transaction. The transaction will effectively combine the assets of both companies on a consolidated basis, with Rolling Rock becoming a wholly-owned subsidiary of Mega.

Under the Agreement, Rolling Rock shareholders (other than Mega) will receive 0.4 common shares of Mega for each common share of Rolling Rock. Based on the closing price of Mega on the TSX-V on September 23, 2010, the exchange ratio represents a 37.0% premium over Rolling Rock’s 20-day volume weighted average share price. Total consideration is valued at approximately $10.1 million.

Mega currently owns, and exercises control or direction over, 9,900,000 common shares of Rolling Rock (representing approximately 18.8% of the outstanding Rolling Rock common shares). Pinetree Capital Ltd. owns, or exercise control or direction over, 7,755,631 common shares of Mega (representing approximately 17.6% of the outstanding Mega common shares) and 7,868,000 common shares of Rolling Rock (representing approximately 15.0% of the outstanding Rolling Rock common shares).

Mega and Rolling Rock have agreed to negotiate in good faith and use their reasonable commercial efforts to enter into a definitive agreement with respect to the transaction as soon as practicable and in any event on or before October 29, 2010, failing which either party may terminate the Agreement. It is currently contemplated that the transaction will be structured as a three-cornered amalgamation; however, the ultimate form of the transaction will be determined based on corporate, tax and securities law and other considerations. PowerOne Capital Markets Limited is acting as financial advisor to Mega in connection with the transaction.

Terms of the Transaction

There are currently 44,068,780 Mega common shares outstanding and 52,600,000 Rolling Rock common shares outstanding. Rolling Rock shareholders (other than Mega) will receive 0.4 common shares of Mega for each common share of Rolling Rock. Upon completion of the transaction, Rolling Rock shareholders (other than Mega) will own approximately 17.1 million shares or 27.9% of the resulting 61.1 million Mega shares outstanding.

Each outstanding option and warrant to acquire Rolling Rock common shares will entitle the holder thereof to receive, upon the exercise thereof, 0.4 common shares of Mega in lieu of each one common share of Rolling Rock and otherwise on the same terms and conditions as the original option or warrant.

Completion of the transaction is subject to customary conditions, including receipt by Rolling Rock of a fairness opinion by no later than the date the definitive agreement is executed, the negotiation and entering into of the definitive agreement, no material adverse change in Rolling Rock or Mega, a favourable vote of at least two-thirds of the shares voted at a special meeting of Rolling Rock shareholders (including the minority shareholder approval required under National Instrument 61-101) and the receipt of all necessary regulatory approvals, including the approval of the TSX-V. Completion of the transaction is also subject to each of Mega and Rolling Rock being satisfied with the results of their respective due diligence investigations, which due diligence must be completed by the date the definitive agreement is executed.

The Agreement includes customary deal protection provisions, including non-solicitation obligations for Rolling Rock (subject to Rolling Rock and the directors thereof being able to respond to unsolicited bona fide offers in accordance with fiduciary obligations) and provides for the payment of a $450,000 break fee in certain circumstances. Mega has the right to match any superior proposal.

Concurrent with the entering into of the definitive agreement, Rolling Rock is obligated to deliver to Mega lock-up agreements from each of the directors and officers of Rolling Rock and each shareholder of Rolling Rock (other than Mega) holding, directly or indirectly, 10% or more of Rolling Rock’s outstanding common shares.

Mega and Rolling Rock will use their reasonable commercial efforts to complete the transaction by December 31, 2010.

About Mega

Mega Precious Metals Inc. is a well financed Canadian-based mineral exploration company with several projects in Northwestern Ontario, Nunavut and the Yukon. The Company is committed to an accelerated growth strategy and is backed by a team of experienced mining experts and a strong financial position. The Company is poised for rapid expansion through quick response to new opportunities and changes in the market. Mega’s common shares trade on the TSX Venture Exchange under the symbol MGP. For further information and presentation material, please review the Mega website at www.megapmi.com

About Rolling Rock

Rolling Rock Resources Corp. is a Canadian mineral resource company engaged in the acquisition and exploration of mineral resource properties in Manitoba, Canada. The principal mineral resource properties of Rolling Rock are the Monument Bay and Domain properties located in northern Manitoba. For further information and presentation material, please review the Rolling Rock website at www.rollingrockresources.com

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 24th day of September 2010.

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