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

December 7, 2010

3. Press Release

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

December 7, 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):

Mega Precious Metals Inc. (TSX-V:MGP) (“Mega”) and Rolling Rock Resources Corporation (TSX-V:RLL) (“Rolling Rock”) jointly announced today that Rolling Rock shareholders have approved the business combination transaction with Mega. At a meeting of Rolling Rock shareholders held earlier today, the transaction was approved by 100% of the votes cast.

5. Full Description of Material Change

See attached news release dated December 7, 2010 which is hereby incorporated by reference.

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 7th day of December 2010.

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

ROLLING ROCK SHAREHOLDERS APPROVE BUSINESS COMBINATION WITH MEGA PRECIOUS METALS

Thunder Bay, Ontario and Vancouver, British Columbia
December 7, 2010

Mega Precious Metals Inc. (TSX-V:MGP) ("Mega") and Rolling Rock Resources Corporation (TSX-V:RLL) ("Rolling Rock") jointly announced today that Rolling Rock shareholders have approved the business combination transaction with Mega. At a meeting of Rolling Rock shareholders held earlier today, the transaction was approved by 100% of the votes cast.

The transaction will be carried out by way of a three-cornered amalgamation pursuant to which Rolling Rock shareholders (other than Mega) will receive 0.4 common shares of Mega for each common share of Rolling Rock. If all conditions to the transaction are satisfied, the transaction is expected to close on or about December 14, 2010. Further details regarding the transaction are set out in Rolling Rock's Notice of Special Meeting and Management Information Circular dated November 5, 2010, which is available at www.sedar.com.

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.

Mega Precious Metals Inc.	Rolling Rock Resources Corporation
Jim Rogers, President and CEO O: 807-766-3380 TF: 877-592-3380 info@megapmi.com	Scott Angus, President and CEO O: 604-488-1456 sangus@rollingrockresources.com

Forward-looking Information

This news release contains certain "forward-looking information" within the meaning of applicable Canadian securities laws. Forward-looking information is frequently, but not always, characterized by words such as "plan," "expect," "project," "intend," "believe," "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking information in this news release includes, but is not limited to, statements with respect to the completion of the business combination. The reader is cautioned not to place undue reliance on forward-looking information. Forward-looking information is based on certain assumptions, opinions and estimates of management at the date the information is given and is subject to a variety of risks and uncertainties that could cause actual events or results to differ materially from those projected in the forward-looking information. These assumptions include, but are not limited to, no material adverse change in the business or affairs of either Mega or Rolling Rock. Factors that could cause the forward-looking information to differ materially in actuality include the failure to satisfy all conditions precedent to completion of the business combination, include the failure to obtain the final acceptance of the TSX Venture Exchange for the business combination. More information about the risks and uncertainties affecting Mega and Rolling Rock can be found in Mega's and Rolling Rock's filings posted on SEDAR at www.sedar.com. Neither of Mega and Rolling Rock undertakes an obligation to update forward-looking information if circumstances or management's estimates or opinions should change, except in accordance with applicable laws.

Neither 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.