

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. – Name and Address of Company:

Rolling Rock Resources Corporation
1113 Jade Court, Suite 401
Thunder Bay, Ontario
P7B 6M7

Item 2. – Date of Material Change:

December 14, 2010

Item 3. – News Release:

A news release was issued by Rolling Rock Resources Corporation ("Rolling Rock") on December 14, 2010 at Vancouver, British Columbia through Filing Services Canada. A copy of the news release has been filed on SEDAR and is available at www.sedar.com.

Item 4. – Summary of Material Change:

On December 14, 2010, Mega Precious Metals Inc. ("Mega") completed its acquisition of all of the outstanding shares of Rolling Rock pursuant to a three-cornered amalgamation under the *Business Corporations Act* (British Columbia).

Item 5. – Full Description of Material Change:

On December 14, 2010, Mega acquired all of the outstanding common shares of Rolling Rock pursuant to a three-cornered amalgamation under the *Business Corporations Act* (British Columbia). Rolling Rock's principal asset is a 100% interest in the Monument Bay project in the province of Manitoba.

Pursuant to the transaction, Rolling Rock amalgamated with a wholly-owned subsidiary of Mega and the amalgamated company became a wholly-owned subsidiary of Mega. Former holders of common shares of Rolling Rock received 0.4 of a common share of Mega in exchange for each common share of Rolling Rock (the "exchange ratio"). Holders of options and warrants exercisable for common shares of Rolling Rock will receive, upon the exercise thereof, common shares of Mega in lieu of the common shares of Rolling Rock they were theretofore entitled to receive upon such exercise on the basis of the exchange ratio. The common shares of Rolling Rock were delisted from the TSX Venture Exchange at the close of business on December 16, 2010.

Item 6. – Reliance on Section 7.1(2) or (3) of National Instrument 51-102:

N/A

Item 7. – Omitted Information:

N/A

Item 8. – Executive Officer:

Jim Rogers
President and Chief Executive Officer
Telephone: 807-766-3380

Item 9. – Date of Report:

December 21, 2010