Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Rockwealth Resources Corp. (the "**Company**")
Suite 700 – 1620 Dickson Avenue
Kelowna, BC V1Y 9Y2

Item 2: Date of Material Change

August 15, 2019

Item 3: News Release

A news release announcing the material change was issued and disseminated on August 15, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Change

The Company has closed a non-brokered private placement of 5,000,000 common shares of the Company at a price of $0.20 per share for gross proceeds of $1,000,000.

Item 5.1: Full Description of Material Change

See news release attached as Schedule "A".

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

No information has been omitted.

Item 8: Executive Officer

For additional information, please contact:
Devinder Randhawa, CEO & Director
Telephone: 1-250-868-8177

Item 9: Date of Report

August 15, 2019

SCHEDULE "A"

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ROCKWEALTH RESOURCES CORP. ANNOUNCES CLOSING OF PRIVATE PLACEMENT

Kelowna, British Columbia, August 15, 2019 – Rockwealth Resources Corp. ("**Realgold**" or the "**Company**") (TSXV: RWR) is pleased to announce that further to its news release on July 22, 2019, it has closed a non-brokered private placement of 5,000,000 common shares of the Company at a price of $0.20 per share for gross proceeds of $1,000,000 (the "**Private Placement**").

The Company paid cash finder's fees of $54,000 and issued 70,000 non-transferable finder warrants to eligible finders on a portion of the Private Placement. Each finder warrant is exercisable to purchase one common share of the Company at a price of $0.20 per share for a period of 12 months from the date of issuance.

Two insiders of the Company participated in the Private Placement acquiring a total of 225,000 common shares. The participation in the Private Placement by insiders of the Company constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is relying on exemptions from the formal valuation and minority approval requirements under MI 61-101. The Company relied on Section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101 as the fair market value of the transaction insofar as the transaction involved interested parties did not exceed 25% of the Company's market capitalization.

A material change report was not filed 21 days prior to the closing of the Private Placement as insider participation had not been established at that time.

All securities issued pursuant to the Private Placement are subject to a four month hold period from the closing date in accordance with applicable securities laws.

The Company intends to use the net proceeds from these Private Placement as follows: (i) $25,000 for maintaining existing projects in good standing; (ii) up to $50,000 for due diligence costs relating to a potential transaction with Realgold Resources Corp.; (iii) $825,000 towards outstanding debts; and (iv) $46,000 for general corporate and working capital purposes.

ON BEHALF OF THE BOARD OF DIRECTORS

"Dev Randhawa"
Dev Randhawa
President and Director

For further information, please contact:
Dev Randhawa
Phone: 1-250-868-8177

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This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

Forward-Looking Statements

This news release includes certain statements that constitute “forward-looking information” within the meaning of applicable securities law, including without limitation the use of funds from the Private Placement, a potential transaction with Realgold and other matters.

Forward-looking statements address future events and conditions and are necessarily based upon a number of estimates and assumptions. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects” or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “estimates” or “intends”, or stating that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved), and variations of such words, and similar expressions are not statements of historical fact and may be forward-looking statements. Forward-looking statement are necessarily based upon a number of factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements express or implied by such statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including the price of metals, anticipated costs and the ability to achieve goals, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed and on reasonable terms, and that third party contractors, equipment and supplies and governmental and other approvals required to conduct the Company’s planned exploration activities will be available on reasonable terms and in a timely manner. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks.

Forward-looking statements are subject to a variety of risks and uncertainties, which could cause actual events, level of activity, performance or results to differ materially from those reflected in the forward-looking statements, including, without limitation: (i) risks related to commodity price fluctuations; (ii) risks and uncertainties relating to the interpretation of exploration results; (iii) risks related to the inherent uncertainty of exploration and cost estimates and the potential for unexpected costs and expenses; (iv) that resource exploration and development is a speculative business; (v) that the Company may lose or abandon its property interests or may fail to receive necessary licences and permits; (vi) that environmental laws and regulations may become more onerous; (vii) that the Company may not be able to raise additional funds when necessary; (viii) the possibility that future exploration, development or mining results will not be consistent with the Company’s expectations; (ix) exploration and development risks, including risks related to accidents, equipment breakdowns, labour disputes or other unanticipated difficulties with or interruptions in exploration and development; (x) competition; (xi) the potential for delays in exploration or development activities or the completion of geologic reports or studies; (xii) the uncertainty of profitability based upon the Company’s history of losses; (xiii) risks related to environmental regulation and liability; (xiv) risks relating to obtaining and maintaining all necessary government permits, approvals and authorizations relating to the continued exploration and development of the Company’s projects; (xv) risks related to the outcome of legal actions; and (xvi) other risks and uncertainties related to the Company’s prospects, properties and business strategy. These risks, as well as others, could cause actual results and events to vary significantly.

Factors that could cause actual results to differ materially from those in forward looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, the loss of key directors, employees, advisors or consultants, adverse weather conditions, increase in costs, equipment failures, litigation, failure of counterparties to perform their contractual obligations and fees charged by service providers. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. The forward-looking statements included in this news release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation.