<u>FORM 51-102F3</u>

Material Change Report

1. **Name and Address of Company:**

Northrock Resources Inc.
P.O. Box 10322, Pacific Centre
Suite 1588 - 609 Granville Street
Vancouver, BC V7Y 1G5

(the "Company")

2. **Date of Material Change:**

May 13 2010

3. **News Release:**

A news release was disseminated on May 13 2010 and was subsequently filed on SEDAR.

4. **Summary of Material Change:**

The Company has arranged a non-brokered private placement of up to 6,000,000 units (the "Units") at a price of $0.05 per unit for aggregate proceeds of up to $300,000 and up to 10,000,000 flow through units (the "FT Units") at a price of $0.075 per FT Unit for aggregate proceeds of up to $750,000.

5. **Full Description of Material Change:**

The Company has arranged a non-brokered private placement of up to 6,000,000 units (the "Units") at a price of $0.05 per unit for aggregate proceeds of up to $300,000 and up to 10,000,000 flow through units (the "FT Units") at a price of $0.075 per FT Unit for aggregate proceeds of up to $750,000.

Each Unit consists of one common share of the Company and one non-transferable share purchase warrant, each full warrant entitling the purchaser to purchase an additional common share at a price of $0.10 per share for a period of twelve months following the closing of the offering.

Each FT Unit consists of one common flow through share of the Company and one non-transferable, non-flow through share purchase warrant, each full warrant entitling the purchaser to purchase an additional common share at a price of $0.15 per share for a period of twelve months following the closing of the offering.

The net proceeds of the financing will be used to fund exploration work at the Company's Turner Lake, Nunavut gold project and for general working capital. Finder's fees may be paid on the private placement pursuant to the policies of the TSX Venture Exchange.

Shares acquired by the placees, and shares which may be acquired upon the exercise of the share purchase warrants, will be subject to a hold period of four months plus one day from the date of closing of the offering in accordance with applicable securities legislation. The financing is subject to the approval of the TSX Venture Exchange.

6. **Reliance on Subsection 7.1(2) or (3) of the National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

Karl Kottmeier, President
Telephone: (604) 678-8941

9. **Date of Report:**

May 13 2010

NORTHROCK RESOURCES INC.

By: *"Karl Kottmeier"*
President
(Official Capacity)
Karl Kottmeier
(Please print here name of individual whose signature appears above.)