

FORM 51-102F3

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:

September 21, 2010

3. News Release:

A news release was disseminated on September 21, 2010 and was subsequently filed on SEDAR.

4. Summary of Material Change:

The Company announced that it intends to proceed with a consolidation of its common shares on a five (5) old for one (1) new share basis. The name of the Company will not be changed as a result of the consolidation.

5. Full Description of Material Change:

The Company announced that it intends to proceed with a consolidation of its common shares on a five (5) old for one (1) new share basis. The name of the Company will not be changed as a result of the consolidation.

The Company currently has 29,463,898 common shares outstanding. Upon completion of the share consolidation, a total of 5,892,779 common shares will be outstanding. The share consolidation is subject to the approval of shareholders at an annual and special general meeting scheduled to be held on October 15, 2010. The consolidation also remains subject to acceptance by the TSX Venture Exchange.

For more information contact Karl Kottmeier, President or Kirk Gamley, Vice President, Corporate Development of Northrock Resources Inc., at (604) 678 8941.

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:**

September 21, 2010

NORTHROCK RESOURCES INC.

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