FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

Rotation Minerals Ltd. (the "**Company**")
306 – Suite D, 5th Avenue
Stewart, BC V0T 1W0

ITEM 2. DATE OF MATERIAL CHANGE

November 4, 2011

ITEM 3. NEWS RELEASE

Issued on November 4, 2011 and disseminated through the facilities of Canada Stockwatch and Market News.

ITEM 4. SUMMARY OF MATERIAL CHANGE

Modification News Release on Riverside Property.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

This report is not being filed on a confidential basis.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact: Edward Kruchkowski, President and Chief Executive Officer
Telephone: (250) 636-9283

ITEM 9. DATE OF REPORT

DATED November 4, 2011.

MODIFICATION NEWS RELEASE

November 4, 2011 TSXV: ROT

STEWART, BC. – On October 31, 2011, Rotation Minerals Ltd. (the "Company") announced the start of exploration on the Company's Riverside property in Alaska, USA. The Company wishes to modify its disclosure in this news release.

Mineralization is associated with quartz veins present within three shear zones. The Lindeborg shear is the most prominent structure on the Riverside property which hosts quartz veins and stringers with silver, gold, lead-zinc and tungsten mineralization. Two other veins, the Riverview and Cross veins which are mineralized as well, are hosted outside the main shear zone in granodiorite, where the shearing has been less pronounced.

There are two types of mineralization in the Riverside Mine: one is the narrow sulphide vein structure, more common along the hanging wall of the shear zones; the other consists of wide, massive, white quartz containing large creamy yellow crystals of scheelite. The quartz type is not as continuous as the sulphide mineralization, as it widens or pinches in relatively short distances. The veins contain variable amounts of gold, silver, lead, copper, zinc and tungsten which are associated with galena, pyrite, sphalerite, chalcopyrite and scheelite mineralization. Widths of the veins vary from several centimeters to 1.5 metres. Records published by the United States Geological Survey dated 1948 tabulate a past production of 26,583 tonnes of ore during a lengthy but intermittent operating period. This tonnage was developed along 3 different levels from over 1829 metres of underground workings. Average grade produced was 2.86 g/t gold and 101.55 g/t silver, as well as 4% lead, minor copper and zinc and about 1% tungsten. The production was derived from two structures, the Lindeborg and the Cross veins.

Edward Kruchkowski, the President, CEO and a director of the Company, is a "qualified person" as defined under National Instrument 43-101. Mr. Kruchkowski is responsible for work conducted on the Riverside property and he has reviewed and approved all scientific and technical information contained in this new release based on the US Department of the Interior report. The Company has not verified the data disclosed, including sampling, analytical, and test data underlying the information or opinions contained in the news release. The past production records are not available to the company and underground workings are inaccessible.

About Rotation Minerals Ltd.

The Company's main asset is its "Riverside" property located in the Hyder Mining District of Alaska.

For further information, please contact Ed Kruchkowski at 250-636-9232.

ON BEHALF OF THE BOARD OF DIRECTORS

"Ed Kruchkowski"

President and Director

Neither the 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.

This news release includes forward-looking statements or information. All statements other than statements of historical fact included in this release, including, without limitation, statements relating to the potential mineralization and geological merits of the Riverside property, progress in exploration and development of the mineral properties, and other future plans, objectives or expectations of the Company are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. In making the forward-looking statements in this news release, the Company has applied certain factors or assumptions that the Company believes are reasonable, including that the Company will be able to obtain necessary equipment, supplies, personnel, permits and approvals for its exploration and development activities, that the Company's current exploration and other objectives concerning the Riverside property can be achieved and that its exploration and other activities will proceed as expected. Important factors that could cause actual results to differ materially from the Company's plans or expectations include risks relating to the actual results of current exploration activities, possibility of equipment breakdowns and delays, exploration cost overruns, availability of capital and financing, general economic, market or business conditions, regulatory changes, timeliness of government or regulatory approvals and other risks detailed herein and from time to time in the filings made by the Company with securities regulators. The Company expressly 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 otherwise required by applicable securities legislation. For more information on the Company, please review the Company's filings that are available at www.sedar.com.