ROKMASTER RESOURCES CORP.
FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

ROKMASTER RESOURCES CORP. (“Rokmaster” or the “Company”)
615 - 625 Howe Street
Vancouver, BC V6C 2T6

Item 2: Date of Material Change

December 29, 2021

Item 3: News Releases

The News Release was disseminated by CNW and filed on SEDAR on December 30, 2021.

Item 4: Summary of Material Changes

The Company completed a non-brokered private placement (the “Financing”) for gross proceeds of $3,298,705 through the issuance of 7,671,407 Flow-Through Units (the “FT Units”) at a price of $0.43 per FT Unit.

Item 5: Full Description of Material Change

5.1 Full Description of Material Changes

The Company announced that it has completed a non-brokered financing (the “Financing”) involving the issuance of flow-through units (the “FT Units”). Pursuant to the Financing, the Company issued a total of 7,671,407 FT Units at $0.43 per unit, for gross proceeds of $3,298,705.

Each FT Unit is comprised of one flow-through common share of the Company (the “FT Share”) and one-half (1/2) of a non-transferrable common share purchase warrant to purchase one non-flow-through common share of the Company (a “Warrant Share”) at a price of $0.50 per Warrant Share for a period of two years expiring on December 29, 2023 (the “Expiry Date”), subject to the Acceleration Provision.

If at any time prior to the Expiry Date, the Company’s common shares trade at or above a price of $0.60 per common share on the TSX Venture Exchange (the “Exchange”) for a period of 10 consecutive trading days commencing four months plus one day after the issue date, the Company may, at its option, accelerate the Expiry Date by issuing a press release announcing such acceleration (the "Acceleration Press Release”), and, in such case, the Expiry Date shall be deemed to be the 30th day following the date of issuance of the Acceleration Press Release (the “Acceleration Provision”).

The securities issued pursuant to the Financing are subject to a four-months and one day hold period expiring April 30, 2022 and were not offered or registered in the United States.

In connection with the closing of the Financing, the Company paid cash finder’s fees in aggregate of $196,404, and issued a total of 228,377 finder’s warrants (the “Finder’s Warrants”) to certain finders. Each Finder’s Warrant entitles the holder to purchase one Warrant Share at a price of $0.50 for a period of two years expiring on December 29, 2023 and is also subject to the Acceleration Provision above.

The gross proceeds raised from the sale of the FT Shares will be used by the Company for exploration financing that will qualify as “Canadian Exploration Expenses”, as that term is defined in the Income Tax Act (Canada) only.

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

Not applicable

Item 8: Executive Officer

John Mirko, President and CEO – Telephone: (604) 290-4647

Item 9: Date of Report

January 4, 2022