

Form 51-102F3

**MATERIAL CHANGE REPORT UNDER SECTION 7.1(1) OF
NATIONAL INSTRUMENT 51-102**

Item 1 Name and Address of Corporation

Roughrider Exploration Limited (the "Company")
1600 – 609 Granville St
Vancouver, British Columbia, V7Y 1C3

Item 2 Date of Material Change

July 16, 2014

Item 3 News Release

The Company issued a news release relating to the material change on July 16, 2014, which was disseminated to the TSX Venture Exchange and through Stockwatch, Marketnews and filed on SEDAR with the securities commissions of British Columbia, Alberta and Ontario.

Item 4 Summary of Material Change

The Company announced the closing of its Qualifying Transaction under TSX Venture Exchange Policies, and closing of its concurrent non-brokered private placement.

Item 5 Full Description of Material Change

See attached news release

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

Scott Gibson
Telephone: (604) 697-0028

Item 9 Date of Report

July 16, 2014

Roughrider Exploration Limited

1600 – 609 Granville St
Vancouver, British Columbia, V7Y 1C3

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FOR DISSEMINATION IN THE UNITED STATES

July 16, 2014

TSX Venture Exchange
Trading Symbol: REL

ROUGH RIDER COMPLETES QUALIFYING TRANSACTION

Roughrider Exploration Limited (formerly Westham Resources Corp.) ("Roughrider" or the "Company") is pleased to announce that it has completed its Qualifying Transaction (the "Qualifying Transaction") involving the acquisition of up to an 85% interest in Kivalliq Energy Corporation's ("Kivalliq") Genesis uranium property (the "Genesis Property") located to the northeast of the Athabasca Basin in Saskatchewan, and concurrent private placement (the "Private Placement") the details of which were previously announced in the Company's news releases dated May 21, 2014 and July 10, 2014.

Scott Gibson, Roughrider's CEO commented "it's been an intense two months to consummate the option agreement with Kivalliq, plan this season's exploration program, finance the next year's work and prepare to return to trading under the new name and symbol. We were pleased to be able to give the Company a name that honors, in our view, one of the most important recent discoveries in the Athabasca Basin which our new director, Dale Wallster, and his team are widely credited in the mineral exploration sector with discovering. With a large land package that protects the same sort of geological environment that hosts the original Roughrider discovery we have high hopes for this year's targeting program."

Under the terms of the option agreement between the Company and Kivalliq, in order to earn the full 85% interest in the Genesis Property the Company must complete \$5,000,000 in exploration expenditures, make \$1,000,000 in cash payments and issue to Kivalliq common shares (the "Option Shares") representing 20% of the number of common shares issued and outstanding on closing (being 3,939,656 common shares, assuming completion of the entire Private Placement, described below) to Kivalliq over a period of four years. In connection with the closing of the Qualifying Transaction, the Company has made an initial cash payment of \$125,000 to Kivalliq and issued an initial 1,969,828 common shares to Kivalliq.

For further information, see the Company's Filing Statement in respect of the Qualifying Transaction dated July 10, 2014, which is available on SEDAR. The Company has also filed a Technical Report on the Genesis Property, entitled "Technical Report on the Genesis Property,

Northern Saskatchewan, Canada" prepared by Dave Billard, P. Geo. on behalf of Cypress Geoservices Limited, dated effective June 15, 2014, which is also available on SEDAR.

In conjunction with the closing of the Qualifying Transaction, the Company has completed a non-brokered private placement (the "Private Placement") of 12,528,454 units for gross proceeds of \$2,756,259.88. Each unit is comprised of one common share and one-half of one non-transferrable warrant (a "Unit"), with each whole warrant (a "Warrant") entitling the holder to purchase one common share at a price of \$0.35 per share for a period of three (3) years after the date of issuance. If, at any time after the closing of the Private Placement, the Company's common shares trade at a price of more than \$0.50 for the preceding 10 consecutive trading days, the Company will have the right to accelerate the expiry of the Warrants by giving notice, via a news release issued within 15 business days of the last day of such 10 consecutive trading day calculation period, of its exercise of such right and thereafter the Warrants will, without further notice or action, automatically expire and be of no further force and effect at 4:00 p.m. (Vancouver time) on the date that is 30 business days after the issuance of said news release.

In connection with the closing of the Private Placement, the Company has paid finder's fees totaling \$103,395.60 and issued an aggregate of 469,980 finders warrants (the "Finder's Warrants") to certain arm's length parties. Each Finder's Warrant entitles the holder to purchase one common share at a price of \$0.22 per common share for a period of two (2) years after the closing of the Private Placement. The proceeds of the Private Placement will be used for exploration on the Genesis Property and for general working capital purposes.

All of the securities issued under the Private Placement and the Qualifying Transaction are subject to a hold period expiring four months and one day from the date of issuance. In addition, the Option Shares to be issued to Kivalliq are subject to a hold period expiring one year from the date of issuance in accordance with the terms of the Option Agreement.

In connection with the closing of the Qualifying Transaction, the Company has changed its name to Roughrider Exploration Limited. The Company expects that the common shares of the Company will commence trading on Tier 2 of the Exchange under the symbol "REL" at market open on July 18, 2014.

Upon Completion of the Qualifying Transaction, the Company's Board of Directors and Senior Officers are as follows: Scott Gibson, CEO and Director, Andrew MacRitchie, CFO and Corporate Secretary, Jay Sujir, Director, Dale Wallster, Director and Wayne Hewgill, Director. In addition, the Company has appointed Eric Coffin, Mark Morabito and Alex Heath to act as strategic advisors to the Company.

Neither 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

For Further Information, contact:

Scott Gibson
Chief Executive Officer
604 697-0028

This news release includes forward-looking statements that are subject to risks and uncertainties. All statements within, other than statements of historical fact, are to be considered forward looking. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing, and general economic, market or business conditions. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. We do not assume any obligation to update any forward-looking statements. This news release does not constitute an offer to sell or a solicitation of an offer to sell any securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

United States Advisory

The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), have been offered and sold outside the United States to eligible investors pursuant to Regulation S promulgated under the U.S. Securities Act, and may not be offered, sold, or resold in the United States or to, or for the account of or benefit of, a U.S. Person (as such term is defined in Regulation S under the United States Securities Act) unless the securities are registered under the U.S. Securities Act, or an exemption from the registration requirements of the U.S. Securities Act is available. Hedging transactions involving the securities must not be conducted unless in accordance with the U.S. Securities Act. This press release shall not constitute an offer to sell or the solicitation of an offer

to buy any securities, nor shall there be any sale of securities in the state in the United States in which such offer, solicitation or sale would be unlawful.