

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 NAME AND ADDRESS

*Red Rock Capital Corp. (the “Company”)
Suite 2200, 885 West Georgia Street
Vancouver, British Columbia, V6E 3E8*

ITEM 2 DATE OF MATERIAL CHANGE

October 26, 2018

ITEM 3 NEWS RELEASE

The Company issued a news release on October 31, 2018 relating to the material change, which was disseminated through Stockwatch and subsequently filed on SEDAR.

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company entered into a definitive amalgamation agreement with Bitrics Global Media Inc. (“Bitrics”), pursuant to which Bitrics has agreed to amalgamate with a wholly-owned subsidiary of the Company.

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. This report is not being filed on a confidential basis.

ITEM 7 OMITTED INFORMATION

Not applicable.

ITEM 8 EXECUTIVE OFFICER

The following executive officer of the Company is knowledgeable about the material change and this report:

*Richard Grayston, Chief Executive Officer
Telephone: 604.990.1012*

ITEM 9 DATE OF REPORT

October 31, 2018

RED ROCK CAPITAL CORP.
Suite 2200, 885 West Georgia Street
Vancouver, British Columbia
V6C 3E8

NEWS RELEASE

RED ROCK ENTERS INTO DEFINITIVE AGREEMENT WITH BITRICS GLOBAL MEDIA

October 31, 2018 – Vancouver, British Columbia – Red Rock Capital Corp. (TSXV: RCC.H) (the “**Company**”) is pleased to announce that it has entered into a definitive amalgamation agreement, effective October 26, 2018 (the “**Definitive Agreement**”), with Bitrics Global Media Inc. (“**Bitrics**”) (formerly, Coinbit Blockchain Solutions Inc.). Bitrics is a privately held company, incorporated under the laws of the Province of British Columbia, focussed on the ongoing development of unique and innovative digital advertising models, esports tournaments, audience acquisition strategies, and the enhancement of mobile games and websites.

In accordance with the terms of the Definitive Agreement, Bitrics will amalgamate with a wholly-owned subsidiary of the Company (the “**Business Combination**”), following which the resulting amalgamated entity will continue as a wholly-owned subsidiary of the Company. In consideration for completion of the Business Combination, all common shareholders of Bitrics will be entitled to receive one (1) common share of the Company in exchange for every one (1) common share of Bitrics that they hold. The Company expects to issue 21,000,000 common shares to the existing shareholders of Bitrics to complete the Business Combination. The Company will also assume certain obligations to issue incentive stock options to current employees of Bitrics. In connection with completion of the Business Combination, it is anticipated that the Company will change its name to “Bitrics Global Media Inc.”

Following completion of the Business Combination, it is anticipated that the board of directors of the Company will be reconstituted to consist of Jonathan Malach, Felix Frey, Rudi Asseer and James Young. Management of the Company will consist of Felix Frey as Chairman and Chief Executive Officer and Richard Grayston as Chief Financial Officer and Corporate Secretary. The following are brief profiles of the proposed members of management and the board of directors:

Felix Frey: Director, Chairman and Chief Executive Officer

With extensive experience as an executive in the Global Investment Banking and Hedge Fund industries, Mr. Frey brings expertise in financial structured products, derivatives, risk management, and portfolio construction. His career started at the prestigious Swiss Bank O’Connor before joining Bank of America, and then spent almost a decade at Scoggin Capital Management. As a leading industry thinker in the translation of complex derivative products to the masses, he started a successful consulting business to the investment banking industry providing training, education, and marketing solutions. He graduated from the University of Pennsylvania’s Wharton School of Business in 1995 with a B.S. in Economics and a concentration in Finance.

Jonathan Malach: Independent Director

Mr. Malach is the Chief Executive Officer of NativeAds.com. Previously, he worked as the Chief Operating Officer of an online advertising and media company facilitating transactions between over 30,000 advertisers and over 80,000 publishers. Before working in digital advertising, Mr. Malach grew a software start-up to earn Profit 100 honours for one of the fastest growing

companies in Canada. He is also a featured speaker at several advertising technology conferences such as the Canadian Internet Marketing Conference, the Digital Summit Series, and the Marketing Innovation Experience hosted by the American Marketing Association.

Rudi Asseer: Independent Director

As the Chief Executive Officer of IMI, Mr. Asseer assists Fortune 500 companies with placing world class technicians and establishing enhancements to workflow efficiencies. He has also been instrumental with the introduction of artificial intelligence technologies to the field. Previously, Mr. Asseer served for six years with Desjardins Financial Security, including two years as the Chairman of the President's Advisory Council. Mr. Asseer received his MBA from the University of Ottawa after receiving an Associate's degree from Harvard University.

James Young: Independent Director

Mr. Young has managed programmatic real-time bidding (RTB) auctions for over 10,000 mobile apps and games with peak traffic levels of over 3 billion daily ad impressions. He specializes in mobile yield optimization, demand and supply-side platform integrations, digital ad exchange onboarding, and mobile application publisher development. Mr. Young has over twenty years of sales management experience along with over fifteen years of experience in managing call centres.

Richard Grayston: Chief Financial Officer and Corporate Secretary

Mr. Grayston has spent thirty years in public company management and as a finance and economics consultant. He sits on the board of several different public companies. Mr. Grayston received a Ph.D. in finance and economics from the University of Chicago in 1971, an M.B.A. from the University of Chicago in 1969 and a B. Comm. from the University of British Columbia in 1966 and became a Certified General Accountant in 1977.

Additional information on Bitrics, including current financial statements, will be filed and posted on SEDAR upon the completion of a filing statement that will be prepared in connection with the Business Combination. The Company will issue a further news release providing selected financial information of Bitrics as soon as it becomes available.

The Business Combination constitutes a "Qualifying Transaction" for the Company under TSX Venture Exchange (the "**Exchange**") Policy 2.4 – *Capital Pool Companies*. Following completion of the Business Combination, it is anticipated that the Company would be listed on the Exchange as a Tier 2 Technology issuer. Closing of the Business Combination is subject to a number of conditions including receipt of all required regulatory and third party consents, including Exchange approval, and the satisfaction of other customary closing conditions. The Business Combination cannot close until the required approvals are obtained. There can be no assurance that the Business Combination will be completed as proposed or at all. Trading in the common shares of the Company will remain halted pending further filings with the Exchange.

The Business Combination is not a "Non-Arms' Length Transaction" as that term is defined in the policies of the Exchange, nor is the Business Combination subject to approval of the shareholders of the Company. The Company has been advised that no individual shareholder of Bitrics holds sufficient shares to materially affect control of Bitrics. The Business Combination is not contingent on the completion of any financing by either of the Company, or Bitrics, and no financing is anticipated in connection with closing. The Company does not intend to pay any finders' fees or commissions in connection with completion of the Business

Combination. Subject to the approval of the Exchange, the Company may advance funds to Bitrics for working capital purposes prior to completion of the Business Combination. The Company intends to seek a waiver of the sponsorship requirements prescribed by Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements* in connection with the Business Combination.

For further information, contact Richard Grayston at rwgrayston@telus.net.

On behalf of the Board,

RED ROCK CAPITAL CORP.

Richard Grayston, Chief Executive Officer

Completion of the Business Combination is subject to a number of conditions, including Exchange acceptance. There can be no assurance that the Business Combination will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Filing Statement to be prepared in connection with the Business Combination, any information released or received with respect to the Business Combination may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the Business Combination and has neither approved nor disapproved the contents of this news release. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release may include 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. 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 except as required under the applicable laws.