

MATERIAL CHANGE REPORT
Form 51-102F3
Section 7.1 of National Instrument 51-102

Item 1 Name and Address of Company

Rockex Mining Corporation
580 New Vickers Street
Thunder Bay, Ontario P7G 1J3

Item 2 Date of Material Change

July 20, 2012

Item 3 News Release

A new release was issued via Marketwire on July 23, 2012.

Item 4 Summary of Material Change

Rockex Mining Corporation ("**Rockex Mining**") (**TSX: RXM**) announced that it has closed the second tranche of its non-brokered private placement.

Item 5 Full Description of Material Change

Rockex Mining announced that it has closed the second tranche of its non-brokered private placement. An aggregate of 3,090,000 Units were sold in the first and second tranches to accredited investors or persons otherwise entitled to rely on prospectus exemptions under applicable securities laws for gross proceeds of \$772,500. The second tranche was comprised of 440,000 units (each a "**Unit**") at \$0.25 per Unit (the "**Private Placement**") for gross proceeds of \$110,000. Each Unit is comprised of one common share of the Corporation (each a "**Common Share**") and one-half of one transferable Common Share purchase warrant (each a "**Warrant**"). Each Warrant entitles the holder to purchase one Common Share for \$0.40 within six months after closing or for \$0.60 within the next six months, provided that, if the average closing price of the Common Shares on the TSX for a period of 20 consecutive business days (following the expiry of the 4-month regulatory "hold period") is greater than \$1.00 per share, the Warrants will expire unless they are exercised within thirty (30) days (or such longer period of time as the Corporation may provide) after the Corporation gives notice of acceleration by issuing a press release and depositing a notice in the mail to each warrant holder to accelerate the expiry date of the Warrants to the date set out therein.

The gross proceeds from the sale of the Units will be used by the Corporation for general working capital purposes.

The Offering is subject to the receipt of all regulatory or other approvals that may be necessary in order to complete the transactions contemplated herein. All of the securities issued pursuant to this Offering are subject to a four (4) month hold period.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51 -1 02

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Pierre Gagné, Chairman of the Board of Rockex, at 807-623-2626

Edward Yew, CEO of Rockex, at 416-859-7730

Michael Borovec, Vice-President, Investor Relations at 905-244-4201, email address: michael.borovec@rockexmining.com.

Item 9 Date of Report

This report is dated as of the 26th day of July, 2012.