

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

December 21, 2012

Item 3 News Release

A new release was issued via Marketwire on December 21, 2012.

Item 4 Summary of Material Change

Rockex Mining Corporation ("**Rockex Mining**" or the "**Corporation**") (TSX: **RXM**) announced the closing of a non-brokered private placement (the "**Private Placement**") of Flow-Through Units (each a "**Flow-Through Unit**") at \$0.18 per Flow-Through Unit. The Corporation issued a total of 2,638,888 Flow-Through Units to accredited investors or persons otherwise entitled to rely on prospectus exemptions under applicable securities laws for aggregate gross proceeds of \$474,999.84.

Item 5 Full Description of Material Change

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Each Flow-Through Unit is comprised of one common share of the Corporation (each a "**Flow-Through Share**" or "**Common Share**") issued on a "flow-through" basis in accordance with the *Income Tax Act* (Canada) (the "**Tax Act**") and one half (1/2) of one transferable purchase warrant (each a "**Warrant**"). Each Warrant entitles the holder to purchase one Common Share at a price of \$0.30 per share at any time within 24 months after the issuance of the Flow-Through Units, 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 "hold period") is greater than \$0.70 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 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 in such press release and notice sent by mail.

The gross proceeds received by the Corporation from the sale of the Flow-Through Shares will be used for exploration work on its properties in Ontario, Canada to incur (and the Corporation will renounce in favour of the purchasers of the Flow-Through Shares) expenses that will qualify as one or more kinds of expenses described in the definition of "Canadian exploration expense" in subsection 66.1(6) of the Tax Act (other than expenses which constitute "Canadian exploration and development overhead expenses" or "specific expenses for seismic data" for the purposes of the ITA).

In connection with the Private Placement, Rockex paid finder's fees to persons qualified under applicable securities legislation to receive finder's fees at a rate of 8% in cash, for a total of \$37,999.98, and 7% in non-transferable finder warrants, for a total of 184,722 finder warrants (each finder warrant entitling the finder to purchase one Common Share for \$0.30 within 18 months after closing).

All of the securities issued pursuant to this Private Placement 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 647-241-7202

Item 9 Date of Report

This report is dated as of the 24th day of December, 2012.