

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

May 23, 2013

Item 3 News Release

A new release was issued via Marketwire on Monday, May 27, 2013.

Item 4 Summary of Material Change

Rockex Mining Corporation (TSX: **RXM**) ("**Rockex**" or the "**Corporation**") announced that it has received notice from the Toronto Stock Exchange (the "Exchange") that its listing is under review for a period of 120 days (the "**Remedial Review Period**") as a result of falling below the Exchange's 'public float' requirements.

Item 5 Full Description of Material Change

Rockex announced that it has received notice from the Toronto Stock Exchange (the "Exchange") that its listing is under review for a period of 120 days (the "**Remedial Review Period**") as a result of falling below the Exchange's 'public float' requirements – namely, having publicly traded shares with a market value of at least \$2,000,000 held by shareholders who are not officers, directors, insiders or their associates or affiliates. In the event that the Company is unable to regain compliance with the Exchange's listing requirements within the Remedial Review Period a meeting will be held with the Exchange wherein the Company will be given the opportunity to present a case to maintain its listing. If the Exchange is not convinced with the Company's case presented at the meeting, the Exchange will give the Company 30 days' notice of the intention to de-list its shares from the Exchange. The Company is reviewing the situation with a view to rectifying the public float deficiency which is, in part, a consequence of the officers and directors holding approximately 62% of the issued and outstanding shares. The Company is confident that it should be able to regain compliance with the Exchange's requirements during the Remedial Review 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
(807) 623-2626 or

Edward Yew, President and Chief Executive Officer of Rockex, at (647) 241-7202 or edward.yew@rockexmining.com

Item 9 Date of Report

This report is dated as of the 28th day of May, 2013.