

**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 2, 2014

**Item 3 News Release**

A new release was issued via Stockwatch on July 2, 2014.

**Item 4 Summary of Material Change**

Rockex Mining Corporation ("**Rockex**" or the "**Corporation**") announced agreement regarding royalty amendments and proposed non-brokered private placement with insider participation (the "**Private Placement**").

**Item 5 Full Description of Material Change**

Rockex announced that, subject to a number of conditions, it reached an agreement with the holder of royalties on the Corporation's Western Lake St. Joseph Project to suspend payment of advance royalties from October 1, 2013 until the earliest of (i) completion of a pre-feasibility study, (ii) a change of control, amalgamation, plan of arrangement, take-over bid or other fundamental change involving Rockex, (iii) completion of a transaction with a strategic investor, or (iv) September 30, 2015.

The Corporation also announced a proposed Private Placement of up to 6,250,000 units (each a "**Unit**"), at \$0.04 per Unit for gross proceeds of up to \$250,000, each Unit being comprised of one (1) common share of the Corporation (a "**Common Share**") and one (1) warrant (a "**Warrant**"), each Warrant entitling the holder to purchase one Common Share for \$0.05 within 6 months after closing, or \$0.075 more than 6 months but not more than 12 months after closing or \$0.10 thereafter until 48 months after closing, provided that if, at any time more than 24 months after closing, the average closing price of the Common Shares on a Canadian stock exchange on which the Common Shares are listed is greater than \$0.30 per share for a period of 20 consecutive trading days, 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 Corporation

anticipates that directors, officers and other insiders will subscribe for approximately \$150,000 of the Private Placement.

**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, President and Chief Executive Officer of Rockex, at 647-241-7202

**Item 9 Date of Report**

This report is dated as of the 10<sup>th</sup> day of July, 2014.