

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 12, 2014

Item 3 News Release

A new release was issued via Stockwatch on December 12, 2014.

Item 4 Summary of Material Change

Rockex Mining Corporation ("**Rockex**" or the "**Corporation**") announced a proposed private placement with insider participation (the "**Private Placement**").

Item 5 Full Description of Material Change

Rockex announced the Private Placement of units (each a "**Unit**") at \$0.02 per Unit pursuant to which the Corporation proposed to issue a total of 12,500,000 Units to accredited investors and *bona fide* creditors of the Corporation. An aggregate of 4,250,000 Units were proposed to be issued to creditors in settlement of \$85,000 of debt and an aggregate of 6,250,000 Units were proposed to be issued for gross cash proceeds of \$125,000. The balance of the Private Placement remained available for other possible subscribers. Rockex has applied for and was granted an exemption from the Canadian Securities Exchange's minimum price rule of \$0.05 per security.

Each Unit will be comprised of one Common Share and one (1) transferable warrant of the Corporation (each a "**Warrant**"). Each Warrant will entitle the holder to purchase one Common Share at a price of \$0.05 per share at any time within 60 months after the issuance of the Units.

The following officers and directors of the Corporation (collectively, the "**Insiders**") were expected to participate in the Private Placement for an aggregate of 9,250,000 Units representing 8.76% of the Corporation's issued and outstanding Common Shares on a partly diluted basis following the closing of the Private Placement:

Name and Position with the Corporation	No. of Common Shares held (and %) prior to Private Placement	No. of Common Shares issued and issuable upon exercise of warrants under the Private Placement (and %)	No. of Common Shares held (and %) following completion of Private Placement
Armando Plastino <i>Director</i>	3,070,000 (3.30%)	2,000,000 (8%)	4,070,000 (3.85%)
Gilles Filion <i>Director</i>	2,390,000 (2.56%)	2,000,000 (8%)	3,390,000 (3.21%)
Jonathan Tondeur <i>Director</i>	5,829,326 (6.26%)	2,000,000 (8%)	6,829,326 (6.46%)
Pierre Gagné <i>Director and Officer</i>	47,256,691 (50.74%)	10,500,000 (42%)	52,506,691 (49.70%)
Denis Gagnon <i>Director</i>	5,689,000 (6.11%)	2,000,000 (8%)	6,689,000 (6.33%)
Total:	64,235,017 (68.96%)	18,500,000 (74%)	73,485,017 (69.56%)

The cash proceeds to be received by the Corporation from the sale of the Units was proposed to be used by the Corporation for the costs and fees associated with this Private Placement and for general corporate overhead expenses including paying down current third party debt. The balance sheet of the Corporation was expected to improve by the conversion of over \$85,000 in long-term debt into equity which will facilitate the success of future financings.

All of the securities to be issued pursuant to this Private Placement would be subject to a four (4) month hold period.

The Private Placement would be a “related party transaction” within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”) insofar as Insiders are purchasing Units. A formal valuation was not required under MI 61-101 because Rockex is not, at the date hereof, listed on the Toronto Stock Exchange nor any other exchange specified in MI 61-101 and minority shareholder approval was also not required because Rockex was entitled to rely upon the financial hardship exemption. As at September 30, 2014, Rockex’ estimated working capital deficiency was \$308,283. Rockex is pleased that a service supplier has indicated a willingness to accept payment of \$85,000 in Units, thus improving the Corporation’s balance sheet. The Corporation’s working capital deficiency is expected to reduce to approximately \$125,000. The improvements to the Corporation’s balance sheet should improve Rockex’ chances for successful future financings.

At a duly constituted board meeting of Rockex, all directors in attendance determined that the Corporation was in serious financial difficulty, the Private Placement would improve the financial position of Rockex and the terms of the Private Placement were reasonable in the circumstances. The board took into consideration the fact that the purchase price of a Unit was greater than the closing trading price of the Common Shares on the Canadian Securities

Exchange prior to the board meeting. The sole independent director in attendance arrived at the same conclusions.

Given the critical timing set forth above, and the uncertainty as to whether Insiders would participate in the Private Placement, and to what extent, and the demands of creditors, Rockex has not had the opportunity to announce this related transaction 21 days in advance of closing. Closing was anticipated to occur in the next several days.

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 23rd day of September, 2014.