

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 15, 2014

Item 3 News Release

A new release was issued via Stockwatch on December 15, 2014.

Item 4 Summary of Material Change

Rockex Mining Corporation ("**Rockex**" or the "**Corporation**") closed the previously announced non-brokered private placement with insider participation (the "**Private Placement**").

Item 5 Full Description of Material Change

Rockex closed its previously announced Private Placement (*see the Corporation's news release dated December 12, 2014*) of units (each a "**Unit**") at \$0.02 per Unit pursuant to which the Corporation issued a total of 10,500,000 Units to accredited investors and bona fide creditors of the Corporation. An aggregate of 4,250,000 Units were issued to creditors in settlement of \$85,000 of debt and an aggregate of 6,250,000 Units were issued for gross cash proceeds of \$125,000. Rockex applied for and was granted an exemption from the Canadian Securities Exchange's minimum price rule of \$0.05 per security.

Each Unit is comprised of one Common Share and one (1) transferable warrant of the Corporation (each a "**Warrant**"). Each Warrant entitles 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**") participated in the Private Placement for an aggregate of 9,250,000 Units representing 8.92% 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 (9.52%)	4,070,000 (3.93%)
Gilles Filion <i>Director</i>	2,390,000 (2.56%)	2,000,000 (9.52%)	3,390,000 (3.27%)
Jonathan Tondeur <i>Director</i>	5,829,326 (6.26%)	2,000,000 (9.52%)	6,829,326 (6.59%)
Pierre Gagné <i>Director and Officer</i>	47,256,691 (50.74%)	10,500,000 (50.00%)	52,506,691 (50.66%)
Denis Gagnon <i>Director</i>	5,689,000 (6.11%)	2,000,000 (9.52%)	6,689,000 (6.45%)
Total:	64,235,017 (68.97%)	18,500,000 (88.08%)	73,485,017 (70.90%)

The cash proceeds received by the Corporation from the sale of the Units will 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 will be improved 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 issued pursuant to this Private Placement are subject to a four (4) month hold period.

The Private Placement is 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 be reduced to approximately \$125,000. The improvements to the Corporation’s balance sheet should improve Rockex’ chances for successful future financings.

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.