

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 2, 2016

Item 3 News Release

A news release was issued via Marketwire on May 2, 2016.

Item 4 Summary of Material Change

Rockex Mining Corporation (**CSE: RXM**) ("**Rockex**" or the "**Corporation**") signed a definitive agreement with Diversified Innovative Marketing Enterprises Ltd. ("**DIME**") to fund the completion of a feasibility study and environmental assessment, and subsequent development and production at its Lake St. Joseph Project located 100 kilometers northeast of Sioux Lookout, Ontario.

Item 5.1 Full Description of Material Change

Rockex signed a definitive agreement with DIME to fund the completion of a feasibility study and environmental assessment, and subsequent development and production at its Lake St. Joseph Project, located 100 kilometres northeast of Sioux Lookout, Ontario.

Subject to the terms and conditions of the definitive agreement, Rockex has granted DIME an exclusive option to earn an undivided forty percent (40%) interest in the Lake St. Joseph properties in the form of a joint venture with Rockex. At Rockex's request, DIME may also be granted an option to increase its interest to an undivided forty-nine percent (49%) interest in the Lake St. Joseph properties.

DIME will receive a forty percent (40%) equity interest in the Lake St. Joseph properties when it has fulfilled the following funding milestones:

- (i) Completion of the Phase One Project Funding in the amount of CND\$30,000,000; and
- (ii) Completion of the Phase Two Project Funding in the amount of ninety percent (90%) of the project cost as determined by the feasibility study and currently estimated to be approximately CND\$3,772,000,000.

DIME has one hundred twenty (120) days following the execution of the definitive agreement to complete the Phase One Project Funding in the amount of CND\$30,000,000.

On satisfaction of DIME's obligations for completion of the Phase One Project Funding, the parties will form a joint venture. . On satisfaction of DIME's obligations for completion of the Phase Two Project Funding in accordance with the terms of the definitive agreement, DIME will have completed the exercise of the option and DIME will have earned its equity interest in the Lake St. Joseph properties.

Item 5.2 Disclosure for Restructuring Transaction

Not applicable.

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:

Armando Plastino, Chief Executive Officer of Rockex, at (807) 623-2626 or armando.plastino@rockexmining.com

Tammy Lehtinen, Vice President, Corporate Affairs of Rockex, at (807) 632-2878 or tammy.lehtinen@rockexmining.com

Item 9 Date of Report

This report is dated as of the 11th day of May, 2016.