

FORM 51-102F3

Material Change Report

1. Name and Address of Company:

Northrock Resources Inc.
P.O. Box 10322, Pacific Centre
Suite 1450 – 701 West Georgia Street
Vancouver, BC V7Y 1G5

(the "Company")

2. Date of Material Change:

November 3, 2011

3. News Release:

A news release was disseminated on November 3, 2011 and was subsequently filed on SEDAR.

4. Summary of Material Change:

The Company announced that it has completed the transactions under the Assignment Agreement with Appleton Exploration Inc. ("Appleton"), details of which are contained in Northrock's news release dated September 26, 2011. Pursuant to the Assignment Agreement, Appleton has assigned to Northrock all of its interests in an option to acquire up to a 100% interest in the Manalo gold project, located in the Republic of Mali, Africa.

5. Full Description of Material Change:

The Company announced that it has completed the transactions under the Assignment Agreement with Appleton Exploration Inc. ("Appleton"), details of which are contained in Northrock's news release dated September 26, 2011. Pursuant to the Assignment Agreement, Appleton has assigned to Northrock all of its interests in an option to acquire up to a 100% interest in the Manalo gold project, located in the Republic of Mali, Africa. In consideration for the assignment, Northrock paid \$250,000 and issued 1,000,000 common shares to Appleton. The shares issued to Appleton are subject to a statutory hold period expiring on March 1, 2012.

The Manalo gold project is located 100 kilometres southwest of Bamako, the capital, in southwestern Mali. Accessible by road directly from Bamako, the Manalo project lies within the Paleoproterozoic Birimian gold province of West Africa. The project consists of two exploration permits totalling 146 square kilometres: the main Manalo concession covering 75 square kilometres and the Mansaya concession covering 71 square kilometres.

For further information contact Kirk Gamley, Vice President – Corporate Development of Northrock Resources Inc., at (604) 678-8941.

6. **Reliance on Subsection 7.1(2) of the National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

Douglas Ford, CFO
Telephone: (604) 678-8941

9. **Date of Report:**

November 3, 2011

NORTHROCK RESOURCES INC.

By: “Douglas Ford”
Chief Financial Officer
(Official Capacity)
Douglas Ford
(Please print here name of individual whose
signature appears above.)