

**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 15, 2011

3. **News Release:**

A news release was disseminated on November 15, 2011 and was subsequently filed on SEDAR.

4. **Summary of Material Change:**

The Company announced that it has completed the previously announced non-brokered private placement of 8,000,000 Units at \$0.125 per unit for proceeds of \$1,000,000 on November 10, 2011.

5. **Full Description of Material Change:**

The Company announced that it has completed the previously announced non-brokered private placement of 8,000,000 Units at \$0.125 per unit for proceeds of \$1,000,000 on November 10, 2011.

Each Unit consists of one common share of the Company and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase one (1) additional common share in the capital of the Company at an exercise price of \$0.165 per share until expiry on November 10, 2012. The net proceeds from the private placement will be added to the Company's working capital. A finder's fee of \$20,325 was paid in connection with the private placement

Shares acquired by the placees, and shares which may be acquired upon the exercise of the share purchase warrants, will be subject to a hold period of four months plus one day from the date of closing of the offering in accordance with applicable securities legislation.

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 15, 2011

**NORTHROCK RESOURCES INC.**

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