

FORM 51-102F3

Material Change Report

1. Name and Address of Company:

Northrock Resources Inc.
P.O. Box 10322, Pacific Centre
Suite 1588 - 609 Granville Street
Vancouver, BC V7Y 1G5

(the "Company")

2. Date of Material Change:

January 17, 2011

3. News Release:

A news release was disseminated on January 17, 2011 and was subsequently filed on SEDAR.

4. Summary of Material Change:

The Company announced the arrangement of two non-brokered private placements, personnel changes and the grant of stock options.

5. Full Description of Material Change:

The Company announced today that subject to regulatory approval, the Corporation has arranged two non-brokered private placements. The proceeds of the private placements will be used for operations at the Northrock's Turner Lake project and for general corporate purposes.

Northrock will complete a private placement of Flow Through Units for up to \$250,000 at \$0.20 per unit. Each Flow Through Unit will be comprised of one flow through common share plus one common share purchase warrant. Each warrant will be exercisable for one year from closing into one common share with an exercise price of \$0.24 per share

Additionally – Northrock will complete a private placement of Units for up to \$1,000,000 at \$0.18 per unit. Each Unit will be comprised of one common share plus one common share purchase warrant. Each warrant will be exercisable for one year from closing into one common share with an exercise price of \$0.24 per share

The Corporation is pleased to announce that Christopher J. Wild, P. Eng, has been appointed Vice President – Exploration and Qualified Person of Northrock in replacement of Lorne Warner. Mr. Wild is a Geological Engineer with over 25 years experience and 9 years exploration experience in West Africa. Chris has worked as an exploration geologist for major companies such as Falconbridge Nickel, Noranda, and Inmet Mining. He was Chief Mine Geologist at Imperial Metals Goldstream Mine, an underground copper-zinc mine, and Mount Polley open pit copper-gold mine. He is a principal of Wildrock Resources Consulting and Drafting, a consultancy providing mineral exploration services to the mining industry. Lorne Warner will remain a director of Northrock.

The Corporation also announces that it has granted stock options to purchase 580,000 shares, with an exercise price of \$0.24 to directors, officers, and certain employees and consultants of Northrock. These stock options expire on January 17, 2016, and are subject to the terms and conditions of the Corporation's stock option plan. The grant of stock options is subject to any required regulatory and shareholder approvals.

6. **Reliance on Subsection 7.1(2) or (3) 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:**

January 17, 2011

NORTHROCK RESOURCES INC.

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