

**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:**

February 28, 2011

**3. News Release:**

A news release was disseminated on February 28, 2011 and was subsequently filed on SEDAR.

**4. Summary of Material Change:**

The Company announced that the previously announced non-brokered private placement of 1,250,000 Flow Through Units (the "FT Units") at \$0.20 per unit for proceeds of \$250,000 and the non-brokered private placement of 5,555,555 Non-Flow Through (the "NFT Units") at a price of \$0.18 for proceeds of \$1,000,000 have closed on February 25, 2011.

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

The Company announced that the previously announced non-brokered private placement of 1,250,000 Flow Through Units (the "FT Units") at \$0.20 per unit for proceeds of \$250,000 and the non-brokered private placement of 5,555,555 Non-Flow Through (the "NFT Units") at a price of \$0.18 for proceeds of \$1,000,000 have closed on February 25, 2011.

Each FT Unit consists of one flow-through 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 \$0.24 per share until expiry on February 25, 2012. The proceeds from the FT Unit private placement will be used for mineral exploration in Canada to incur eligible Qualifying Expenses.

Each NFT 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 \$0.24 per share until expiry on February 25, 2012. The proceeds from the NFT Unit private placement will be added to the Company's working capital.

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:**

February 28, 2011

**NORTHROCK RESOURCES INC.**

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