

FORM 51-102F3

Material Change Report

1. Name and Address of Company:

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

(the "Company")

2. Date of Material Change:

September 26, 2011

3. News Release:

A news release was disseminated September 26, 2011, and was subsequently filed on SEDAR.

4. Summary of Material Change:

The company is pleased to announce that it has entered into an arm's length Assignment Agreement with Appleton Exploration Inc.

5. Full Description of Material Change:

The company is pleased to announce that it has entered into an arm's length Assignment Agreement with Appleton Exploration Inc. ("Appleton") pursuant to which Appleton has agreed to assign to Northrock all of its right, title and interest in an option agreement dated February 20, 2009 (the "Delta Option Agreement") made between Appleton and Delta Exploration Inc. ("Delta"). Delta is a wholly-owned subsidiary of Rockgate Capital Corp. ("Rockgate"), a Toronto Stock Exchange listed company which has directors in common with Northrock. Pursuant to the Delta Option Agreement, the option holder has the right to earn a 100% interest in the Manalo gold project, located in the Republic of Mali, Africa, subject to the retention of a 2% net smelter return ("NSR") royalty by Delta.

Under the terms of the Delta Option Agreement, the option holder may earn an initial 65% undivided interest in the Manalo gold project by paying US\$50,000 (paid), issuing 1,500,000 units comprised of common shares and share purchase warrants of Appleton (issued) and incurring exploration expenditures on the Manalo gold project totalling US\$2,500,000 prior to April 1, 2012, of which US\$2,037,000 has been incurred to date.

The option holder may earn the remaining 35% interest in the Manalo gold project by making a one-time cash payment of \$1,500,000 to Delta. At Delta's option, Delta may elect to receive the payment in the equivalent value of units issued by the option holder. The option holder must also deliver an independent feasibility study or arrange for production financing prior to April 1, 2017. The option holder has the option to purchase one-half of the NSR (1%) for \$1,000,000 within the first 12 months of production.

In consideration for the assignment of its interests in the Delta Option Agreement, Northrock has

agreed to pay the sum of \$250,000 and issue 1,000,000 common shares to Appleton.

Upon completion of the Assignment Agreement, all rights and obligations of Appleton thereunder will be assumed by Northrock, including the requirement to fund the remaining exploration expenditures required to earn a 65% interest in the Manalo gold project.

Delta is required to consent to the Assignment Agreement and Northrock will be requesting that Delta extend the deadline for incurring the final US\$463,000 of exploration expenditures required to earn a 65% interest in the Manalo gold project to April 1, 2013.

The Assignment Agreement remains subject to acceptance by the TSX Venture Exchange.

The Manalo gold project is located 100 kilometres southwest of Bamako, the capital, in south-western 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, the Mansaya concession covering 71 square kilometres.

Delta Exploration Inc. has been exploring the Manalo project since 2004. Property wide airborne geophysics and soil geochemistry and follow-up ground geophysics infill soil geochemistry identifies eight gold prospects: Dialafara, Dialafara Nord, Miria, Manalo Nord Est, Manalo Sud Est, Mansaya Nord, Mansaya Sud, and Siribada. A total of 193 reverse circulation drill holes totalling 20,327 metres and 280 aircore drill holes totalling 15,011 metres have been completed on the property to date. A majority of the drilling focused on the prospective Dialafara Prospect where intersections included 1.62 g/t Au over 53.0 metres (MDL-10-099) and 29.1 g/t Au over 6.0 metres (MDL-07-002). True thicknesses are not known.

Christopher J. Wild, P.Eng., Vice-President Exploration and the Qualified Person for the Company under NI 43-101, has reviewed the technical information contained herein.

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:**

Karl Kottmeier, President
Telephone: (604) 678-8941

9. **Date of Report:**

September 26, 2011

NORTHROCK RESOURCES INC.

By: s/ "Karl Kottmeier"
Chief Executive Officer
 (Official Capacity)
Karl Kottmeier

