

**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 27, 2011

**3. News Release:**

A news release was disseminated September 27, 2011, and was subsequently filed on SEDAR.

**4. Summary of Material Change:**

The company is pleased to announce that it has arranged a non-brokered private placement of up to 8,000,000 units (the "Units") at a price of \$0.125 per unit for aggregate proceeds of up to \$1,000,000.

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

The company is pleased to announce that it has arranged a non-brokered private placement of up to 8,000,000 units (the "Units") at a price of \$0.125 per unit for aggregate proceeds of up to \$1,000,000.

Each Unit consists of one common share of the Company and one non-transferable share purchase warrant, each full warrant entitling the purchaser to purchase an additional common share at a price of \$0.165 per share for a period of twelve months following the closing of the offering. The net proceeds of the financing will be used to provide general 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. The financing is subject to the approval of the TSX Venture Exchange.

The Company also announces that it has set 690,000 has granted stock options to purchase 690,000 shares, with an exercise price of 17 cents to directors, officers, and certain employees and consultants of Northrock. These stock options expire on September 27, 2016, and are subject to the terms and conditions of the company'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) 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 27, 2011

**NORTHROCK RESOURCES INC.**

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