

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Rockland Minerals Corp. (the "Company")
7934 Government Road
Burnaby, BC V5A 2E2

Item 2 Date of Material Change

November 17, 2011

Item 3 News Release

A news release was disseminated on November 17, 2011 by Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced it intends to undertake a brokered private placement financing of up to \$700,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See press release attached as Schedule A.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

None

Item 8 Executive Officer

Rav Mlait, Chief Executive Officer, Telephone: (604) 551-7831.

Item 9 Date of Report

November 18, 2011



7934 Government Road, Burnaby, BC V5A 2E2

Phone: (604) 551-7831 Fax: 604-676-2767

info@rocklandminerals.ca

rocklandminerals.ca

Rockland Announces Private Placement Financing

November 17, 2011, Vancouver, BC, Canada – Rockland Minerals Corp. (the “Company” or “Rockland”), (TSX.V: RL) is pleased to announce it intends to undertake a brokered private placement financing of up to \$700,000 (the “Private Placement”).

The Private Placement consists of the issuance of: (A) non flow-through units of the Company (each, a “Unit”), at \$0.12 per Unit, with each Unit consisting of one (1) common share in the capital of the Company (each, a “Common Share”) and one-half of one (1/2) non-transferrable Common Share purchase warrant (each full warrant, a “Warrant”), with each whole Warrant exercisable at \$0.20 into one (1) additional Common Share for a period of 18 months after the closing of the Private Placement (the “Closing”); and (B) flow-through units of the Company (each, a “FT Unit”), at \$0.14 per FT Unit, with each FT Unit consisting of one (1) Common Share issued on a flow-through basis within the meaning of the *Income Tax Act* (Canada) (each, a “FT Share”) and one-half of one non-transferrable Warrant.

Rockland intends to compensate the agents at Closing with cash commission equal to 7% of the gross proceeds raised from the Private Placement, and that number of options (the “Agent’s Options”) equal to 8% of the number of Units and FT Units sold under the Private Placement, with each Agents’ Option exercisable at \$0.12 into one (1) Unit for a period of 18 months after Closing.

All of the securities issued pursuant to the Private Placement will be subject to a securities law hold period and/or a TSX Venture Exchange hold period, as applicable. The Closing is proposed to take place in two tranches with the first tranche anticipated to close on or about November 18, 2011 and the second tranche anticipated to close on or about November 25, 2011, unless otherwise agreed upon by Rockland the agents.

Rockland intends to use the proceeds from the Private Placement for its Quebec properties and general corporate purposes. The Private Placement is subject to regulatory approval.

On behalf of the Board of Directors

Rav Mlait

President and CEO
Rockland Minerals Corp.
(604) 551-7831

Statements in this press release regarding the Company which are not historical facts are “forward-looking statements” that involve risks and uncertainties. Such information can generally be identified by the use of forwarding-looking wording such as “may”, “expect”, “estimate”, “anticipate”, “intend”, “believe” and “continue” or the negative thereof or similar variations and includes the statements with respect to the proposed Private Placement, the Closing thereof, the anticipated closing dates of the tranches and the Company’s intention with respect to the use of proceeds from the Private Placement. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties such as the risk that the closing may not occur for any reason. Actual results in each case could differ materially from those currently anticipated in such statements due to factors such

as: (i) the inability of the parties to consummate the Private Placement or to finalize an agency agreement for any reason; (ii) a change in market conditions; and (iii) the refusal of the TSXV to accept the proposed transaction for any reason whatsoever. Except as required by law, the Company does not intend to update any changes to such statements.

NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.