

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Rockland Minerals Corp. (the “**Company**”)
7934 Government Street
Burnaby, British Columbia V5A 2E2

Item 2 Date of Material Change

March 13, 2012

Item 3 News Release

The news release was disseminated through Stockwatch and Baystreet.com on March 13, 2012.

Item 4 Summary of Material Change

The Company announced that it intends to undertake a brokered private placement financing of up to \$1,200,000 (the “**Private Placement**”). The Private Placement consists of the issuance of: (A) non flow-through units of the Company (each, a “**Unit**”), at \$0.14 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) non-transferrable Common Share purchase warrant (each full warrant, a “**Warrant**”), with each whole Warrant exercisable at \$0.22 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 \$0.17 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) and one-half of one (1) non-transferrable Warrant exercisable at \$0.25 into one (1) additional Common Share for a period of 18 months after the Closing.

The Company intends to use the proceeds from the Private Placement for its Quebec properties and general corporate purposes. The Private Placement is subject to approval from the TSX Venture Exchange.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Ravinder Mlait, President, Chief Executive Officer and Director, (604) 551-7831

Item 9 Date of Report

March 13, 2011



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Rockland Announces Private Placement Financing

March 13, 2012, 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 \$1,200,000 (the “Private Placement”).

The Private Placement consists of the issuance of: (A) non flow-through units of the Company (each, a “Unit”), at \$0.14 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) non-transferrable Common Share purchase warrant (each full warrant, a “Warrant”), with each whole Warrant exercisable at \$0.22 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 \$0.17 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) and one-half of one (1) non-transferrable Warrant exercisable at \$0.25 into one (1) additional Common Share for a period of 18 months after the Closing.

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 \$0.14 into one (1) Common Share for a period of 18 months after Closing.

All of the securities issued pursuant to the Private Placement will be subject to a restricted period of four months and one day from the date of Closing. The Company may close the Private Placement in one or more tranches and anticipates Closing of the first tranche on or about March 15, 2012.

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

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.