

FORM 51-102F3 MATERIAL CHANGE REPORT

1. Name and Address of Company:

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

2. Date of Material Change:

October 28, 2014

3. News Release:

A news release disclosing the nature and substance of the material change was issued by the Corporation on October 28, 2014 through the news wire services of Marketwired.

4. Summary of Material Change:

On October 28, 2014, the Company announced a closing of a 17 million share private placement and approval of Mr. Ned Goodman as a "control person".

5. Full Description of Material Change:

On October 28, 2014, the Company announced that it had completed a non-brokered private placement financing for gross proceeds of \$850,000 through the sale of 17 million flow-through units of the Company ("FT Unit"), at \$0.05 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. Each whole Warrant will be exercisable at \$0.10 into one (1) additional common share for a period of 12 months. The offering was originally announced on October 22nd. The offering was fully subscribed.

Shareholders holding more than 50% of common shares of Rockland Minerals approved Mr. Ned Goodman as a "Control Person" (as defined by the policies of the TSX Venture Exchange) by way of consent resolution. Mr. Ned Goodman subscribed for \$700,000 or 14,000,000 Units of the offering. Mr. Goodman's common share position equates to 23.27% on an undiluted basis and 30.58% on a diluted basis.

Disclosure documents are available on SEDAR.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

Inquiries in respect of the material change referred to herein may be made to:
Rav Mlait, President and Chief Executive Officer - (604) 551-7831

9. Date of Report:

October 30, 2014

Schedule A

Rockland Minerals Corp
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Phone: (604) 551-7831 Fax: 604-676-2767
info@rocklandminerals.ca
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Rockland Closes Private Placement Financing and Approves new Control Person

October 28, 2014, Vancouver, BC, Canada – Rockland Minerals Corp. (the “Company” or “Rockland”), (TSX.V: RL) announces that it has completed its non-brokered private placement financing for gross proceeds of \$850,000 through the sale of 17 million flow-through units of the Company (“FT Unit”), at \$0.05 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. Each whole Warrant will be exercisable at \$0.10 into one (1) additional common share for a period of 12 months. The offering was originally announced on October 22nd. The offering was fully subscribed.

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All of the securities issued pursuant to the second tranche will be subject to a securities law hold period of 4 months and a day ending on March 1, 2015.

A finder's fee of either cash and/or common shares and warrants ("Finder's Warrants") up to 8% was paid in connection with the private placement offering. Each Finder's Warrant entitles the finder to purchase a non-flow-through common share at a price of \$0.10 per share for a period of 12 months.

Rockland intends to use the proceeds from the Private Placement for its exploration on its Quebec mineral exploration properties. The Private Placement is subject to approval from the TSX Venture Exchange.

On behalf of the Board of Directors

Rav Mlait

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.