

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

**ITEM 1                      Name and Address of Company:**

**Deeprocks Minerals Inc.** (the “Corporation”)  
Suite 430 - 580 Hornby Street  
Vancouver, BC V6C 3B6

**ITEM 2                      Date of Material Change:**

November 14, 2018

**ITEM 3                      News Release:**

The news release was distributed on November 15, 2018 and filed on SEDAR on November 15, 2018.

**ITEM 4                      Summary of Material Change:**

The Corporation announced that it had completed its initial public offering.

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

The Corporation announced that it had completed its completed its initial public offering of 5,000,000 common shares at the price of \$0.10 per common share for gross proceeds of \$500,000 (the “**Offering**” or the “**IPO**”) and has been accepted for listing as a mining issuer on the Canadian Securities Exchange (the “**CSE**”). Chippingham Financial Group Ltd. (the “**Agent**”) acted as agent under the Offering. The common shares of Deeprocks were approved for listing on the CSE on August 29, 2018 and are expected to commence trading on the CSE on November 16, 2018 under the trading symbol “DEEP”.

As a result of the closing of the Offering, Deeprocks now has 14,509,380 common shares issued and outstanding (4,390,662 of which are subject to escrow restrictions), 350,000 common shares reserved for issuance upon the exercise of agent’s options granted upon completion of the IPO (the “**Agent’s Options**”), 43,890 common shares reserved for issuance upon the exercise of previously issued finders’ warrants, and 875,000 common shares reserved for issuance upon the exercise of stock options.

The Agent received a cash commission equal to 7% of the total gross proceeds of the IPO, 262,500 common shares (“**Corporate Finance Fee Shares**”) in lieu of a \$25,000 corporate finance fee and Agent’s Options exercisable at a price of \$0.10 per common share up to November 14, 2020. The Corporation Finance Fee Shares are subject to a four-month hold period.

**About Deeprocks**

Deeprocks is a mineral resource company engaged in the acquisition, exploration and development of mineral resource properties. Deeprocks holds an option to acquire a 50% interest in the Ralleau Project located in Quebec. The Ralleau Project covers parts of Ralleau and Wilson townships on NTS map sheet 32F/01, approximately 50 kilometres east of Lebel-sur-Quevillon. The Ralleau Project Property overlies a sequence of Archean volcanic rocks belonging to the Abitibi Greenstone Belt that have the potential to host volcanogenic massive-sulphide (VMS) and lode gold deposits.

The following individuals comprise Deeprocks’s board of directors and management team: Matthew

Reams (CEO and Director), Geoff Balderson (CFO and Director), Darrell Woronchak (President), Craig Watters (Director) and Richard Shatto (Director).

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

Not Applicable.

**ITEM 7**                      **Omitted Information:**

Not Applicable.

**ITEM 8**                      **Executive Officer:**

Further information relating to this Material Change Report may be obtained from:

Richard Shatto, Director  
Telephone: 604.807.6334  
Email: richard@eastwestscience.com

**ITEM 9**                      **Date of Report:**

November 15, 2018

The foregoing accurately discloses the material change referred to in this report.