

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

ITEM 1 Name and Address of Company:

DeepRock Minerals Inc.
7179 201 Street #13
Langley, B.C., V2Y 2Y9

ITEM 2 Date of Material Change:

January 2, 2019.

ITEM 3 News Release:

A news release was distributed via Accesswire and filed via the System for Electronic Document Analysis and Retrieval ("SEDAR") website at www.sedar.com on January 2, 2019.

ITEM 4 Summary of Material Change:

DeepRock Minerals Inc. ("DeepRock" or the "Company") (CSE: DEEP) announced that Mr. Matthew Reams, a current director and Chief Executive Officer of the Company, has been appointed President.

ITEM 5 Full Description of Material Change:

5.1 – Full Description of Material Change:

Reference is made to the press release attached hereto.

5.2 – Disclosure for Restructuring Transactions:

Not applicable.

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:

Mr. Richard Shatto
Director
(604) 807-6334

ITEM 9 Date of Report:

DATED as of January 2, 2019.



DeepRock Announces Appointment of New President

LANGLEY, BC – January 2, 2019 – DeepRock Minerals Inc. (“DeepRock” or the “Company”) (CSE: DEEP) is pleased to announce that Mr. Matthew Reams, a current director and Chief Executive Officer of the Company, has been appointed President. Mr. Reams, has 30 years of experience in the information technology industry and extensive experience in business development, project management and customer relations. Mr. Reams has been Chief Executive Officer, Chief Financial Officer, President, and a director of several reporting issuers based British Columbia as well as of companies listed on the OTC and TSX.

Mr. Reams succeeds Mr. Darrell Woronchak who has resigned to pursue his other business interests. The Company would like to thank Mr. Woronchak for his services to the Company.

About DeepRock Minerals Inc.

DeepRock is a mineral resource company engaged in the acquisition, exploration and development of mineral resource properties. DeepRock 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.

On behalf of the Board of Directors,
DeepRock Minerals Inc.

Mr. Richard Shatto
(604) 807-6334
richard@pointnexus.ca

Reader Advisory

This news release may contain statements which constitute “forward-looking information”, including statements regarding the plans, intentions, beliefs and current expectations of the Company, its directors, or its officers with respect to the future business activities of the Company. The words “may”, “would”, “could”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” and similar expressions, as they relate to the Company, or its management, are intended to identify such forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future business activities and involve risks and uncertainties, and that the Company’s future business activities may differ materially from those in the forward-looking statements as a result of various factors, including, but not limited to, fluctuations in market prices, successes of the operations of the Company, continued availability of capital and financing and general economic, market or business conditions. There can be no assurances that such information will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. The Company does not assume any obligation to update any forward-looking information except as required under the applicable securities laws.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.