

**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 9, 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 9, 2019.

ITEM 4 Summary of Material Change:

DeepRock Minerals Inc. ("DeepRock" or the "Company") (CSE: DEEP) announced that Mr. Paul Marjerrison, B. Comm., CPA, CA, has been appointed Chief Financial Officer of the Company.

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 9, 2019.



DeepRock Announces Appointment of New Chief Financial Officer

LANGLEY, BC – January 9, 2019 – DeepRock Minerals Inc. (“DeepRock” or the “Company”) (CSE: DEEP) is pleased to announce that Mr. Paul Marjerrison, B. Comm., CPA, CA, has been appointed Chief Financial Officer of the Company. Mr. Marjerrison succeeds Mr. Geoff Balderson who has resigned as a director and Chief Financial Officer of the Company to pursue his other business interests. The Company would like to thank Mr. Balderson for his services to the Company.

Mr. Marjerrison has owned and operated a busy financial management business since 2015, working as a contract Chief Financial Officer or financial advisor for several clients. From 2011 to 2015, Mr. Marjerrison worked with a mid-market corporate finance firm, assisting clients with divestitures, acquisitions, debt financings and exempt market capital raises. Prior to 2011, Mr. Marjerrison worked in public practice with a national accounting firm, focusing on audit engagements. Mr. Marjerrison has a Bachelor of Commerce in finance and accounting from the University of Saskatchewan.

The Board of Directors of DeepRock is now comprised of Mr. Matthew Reams, Mr. Craig Watters and Mr. Richard Shatto.

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.