

**FORM 51-102F3
Material Change Report**

ITEM 1. NAME AND ADDRESS OF COMPANY

DeepRock Minerals Inc.
#500 - 666 Burrard Street
Vancouver, BC V6C 3P6

ITEM 2. DATE OF MATERIAL CHANGE

November 10, 2020

ITEM 3. PRESS RELEASE

The news release was disseminated through Stockwatch on November 10, 2020 and filed on SEDAR on December 16, 2020.

ITEM 4. SUMMARY OF MATERIAL CHANGE

DeepRock Minerals Inc. has appointed Thomas Christoff as a director.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the Company's news release dated November 10, 2020 which is available at www.sedar.com.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

None.

ITEM 8. EXECUTIVE OFFICER

Contact: Richard Shatto, President
Telephone: 604-807-6334

ITEM 9. DATE OF REPORT

December 17, 2020