

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

ITEM 1. NAME AND ADDRESS OF COMPANY

DeepRock Minerals Inc. (the "Company")
#500 - 666 Burrard Street
Vancouver, BC V6C 3P6

ITEM 2. DATE OF MATERIAL CHANGE

January 25, 2021

ITEM 3. PRESS RELEASE

The news release was disseminated through Stockwatch and filed on SEDAR on January 29, 2021.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company's shareholders approved and ratified all resolutions at the Annual General and Special Meeting held on January 25, 2021. Thomas Christoff, Andrew Lee and Richard Shatto were elected as directors. The issuance of 15 million shares to SC Romanium Metals SRL, the vendor of a mineral property in Romania which was acquired by the Company, and its resulting status as a new Control Person, was approved by shareholders.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the Company's news release dated January 29, 2021 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

January 29, 2021