

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

ITEM 1. NAME AND ADDRESS OF COMPANY

DeepRock Minerals Inc. (the "Company")
#1518 – West Pender Street
Vancouver BC V6C 2V6

ITEM 2. DATE OF MATERIAL CHANGE

September 1, 2021

ITEM 3. PRESS RELEASE

The news release was disseminated through Stockwatch and filed on SEDAR on September 1, 2021.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company has appointed Mr. Keith Margetson, CPA as the Company's new CFO. Mr. Margetson qualified as a chartered accountant in 1975 and has had his own firm since 1992. He has been in public accounting for over four decades, both as an auditor and in providing services to public and private companies. He is a member of the BC Institute of Chartered Professional Accountants and has served as CFO for six other publicly traded companies.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the Company's news release dated September 1, 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: Andrew Lee, CEO
Telephone: 604-720-2703

ITEM 9. DATE OF REPORT

September 14, 2021