

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

Item 1. Reporting Issuer

Rockland Resources Inc. (the "Company")
1240 – 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2. Date of Material Change

A material change took place on April 27, 2021.

Item 3. Press Release

On April 27, 2021, a news release in respect of the material change was disseminated by Accesswire.

Item 4. Summary of Material Change

On April 27, 2021, the Company announced the closing of an over-subscribed placement announced April 06, 2021. The placement was announced for 10,000,000 units at \$0.20 but was oversubscribed to 10,440,000 units

Item 5. Full Description of Material Change

Rockland Resources Ltd. (the "Company" or "Rockland") (CSE: RKL) is pleased to announce that further to its press release dated April 6, 2021, the Company has closed the oversubscribed non-brokered private placement. The Company issued 10,440,000 units (the "Units") at a price of \$0.20 per Unit for aggregate gross proceeds of \$2,088,000. Each Unit is comprised of one common share ("Share") and one half of one transferable common share purchase warrant of the Company ("Warrant"). Each whole Warrant will entitle the Subscriber to purchase one Warrant Share for a 24-month period after the Closing Date at an exercise price of \$0.30 per share.

Proceeds raised will be used for advancing the Company's Cole Gold Mines property in Red Lake as well as the Old Timer property near Nelson B.C. as well as for general working capital.

Finders' fees of \$78,080 cash and 425,400 finders' warrants were paid to arm's length parties.

Shares issued pursuant to the Financing will be subject to a four-month hold period according to applicable securities laws of Canada.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Mike England, President and CEO and Director
(604) 683 3995

Item 9. Date of Report

DATED at Vancouver, in the Province of British Columbia on April 27, 2021

This material change report may include forward-looking statements that are subject to risks and uncertainties. All statements within, other than statements of historical fact, are to be considered forward looking. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing, and general economic, market or business conditions. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. We do not assume any obligation to update any forward-looking statements except as required under the applicable law.