

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

Item 1. Reporting Issuer

Rock Edge Resources Ltd. (the "Company")
1240-789 West Pender Street
Vancouver, BC V6C 1H2

Item 2. Date of Material Change

January 05, 2023

Item 3. Press Release

News Release dated January 05, 2023 was disseminated through Access Newswire

Item 4. Summary of Material Change

On January 05, 2023 the Company announced that it had optioned the Maun Lithium Property and the Terrier Lithium Property from Gravel Ridge Resources Ltd. and 1544230 Ontario Inc..

Item 5. Full Description of Material Change

Vancouver, British Columbia, January 5th, 2023: Rock Edge Resources Ltd. (the "Company" or "Rock Edge") (**CSE: REDG**) is pleased to announce it has signed two option agreements to acquire a 100% interest in additional ground at its Superb Lake Lithium Project following recent channel sampling results of up to 5.84% Li₂O over 1.1m (see press release dated December 14, 2022). The two properties add an additional 4,090 hectares to Rock Edge's current coverage of 2,378 hectares (see press release dated Nov 29, 2022). The Maun and Terrier lithium properties are located 2.3 km and 15 km respectively from the most recent significant lithium channel results reported by Rock Edge

Rock Edge announces Non Brokerage Financing.

See Schedule 'A' for full details

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

Charles Desjardins, President and CEO and Director
(604) 787-7356

Item 9. Date of Report

January 05, 2023

SCHEDULE 'A'

ROCK EDGE ACQUIRES ADDITIONAL GROUND AT ITS SUPERB LAKE LITHIUM PROJECT, NORTHWESTERN ONTARIO

Vancouver, British Columbia, January 5th, 2023: Rock Edge Resources Ltd. (the "Company" or "Rock Edge") (CSE: REDG) is pleased to announce it has signed two option agreements to acquire a 100% interest in additional ground at its Superb Lake Lithium Project following recent channel sampling results of up to 5.84% Li₂O over 1.1m (see press release dated December 14, 2022). The two properties add an additional 4,090 hectares to Rock Edge's current coverage of 2,378 hectares (see press release dated Nov 29, 2022). The Maun and Terrier lithium properties are located 2.3 km and 15 km respectively from the most recent significant lithium channel results reported by Rock Edge.

Charles Desjardins, CEO of Rock Edge states, "Following our very positive Phase 1 exploration results at Superb Lake, we felt it prudent to expand our land holdings in what is becoming an important lithium-bearing pegmatite field. We guided our land expansion on the geological environment of our existing success coupled with studies and exploration recommendations made by the OGS in 2021-2022. We look forward to both expanding the positive results at the Superb Lake Lithium Project and getting boots on the ground on our additional landholdings."

Maun Lithium Property

The Maun Lithium Property consists of 51 mining claims totaling 1,454 hectares. The property straddles the terrane boundary between the East Wabigoon and English River subprovinces. These terrane boundaries are integrally related to the location of northwestern Ontario lithium deposits and occurrences, as they act as deep-seated sutures for parental granitic melts (Breaks et al., 2003¹) (Figure 1). The Maun Lithium Property is located approximately 2.3 km east of the Superb Lake pegmatite where Rock Edge recorded surface channel #3 of 2.47% Li₂O over 3.2 m, which includes 5.84% Li₂O over 1.1 m (Figure 2).

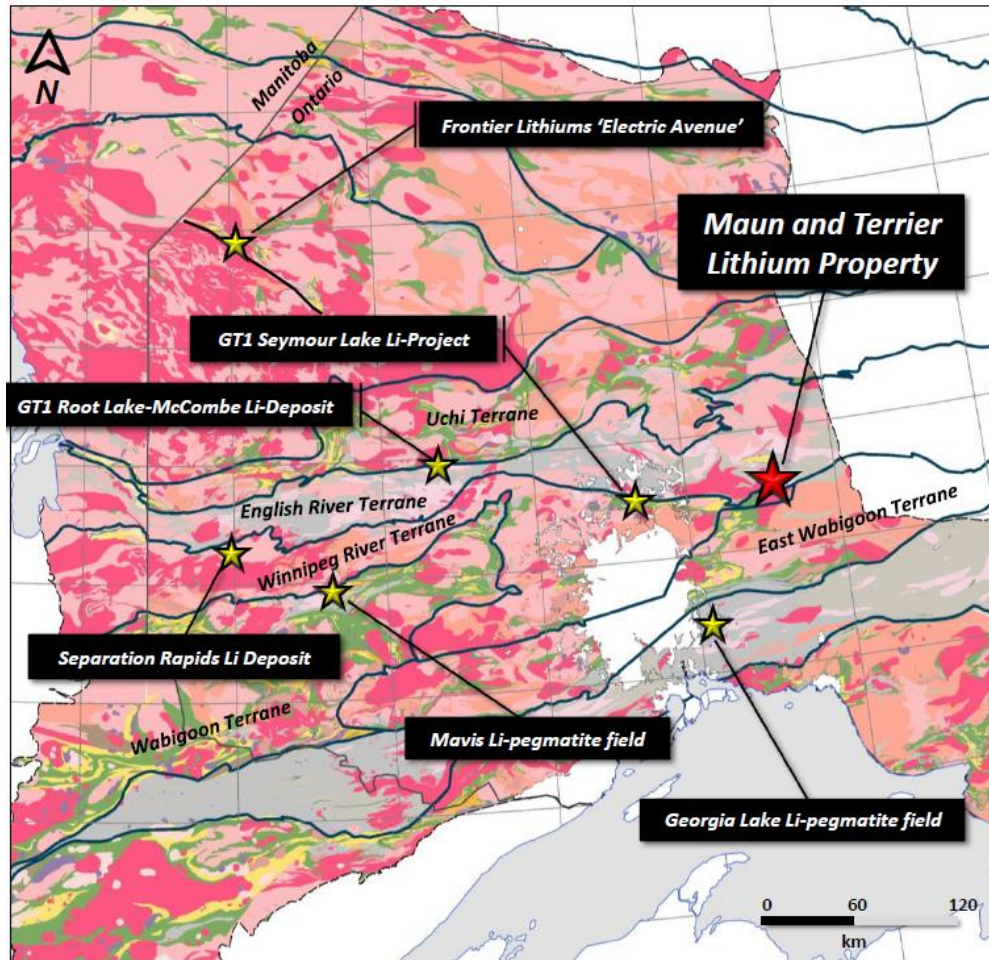


Figure 1. Lithium deposits and pegmatite fields of northwestern Ontario. Source OGS.

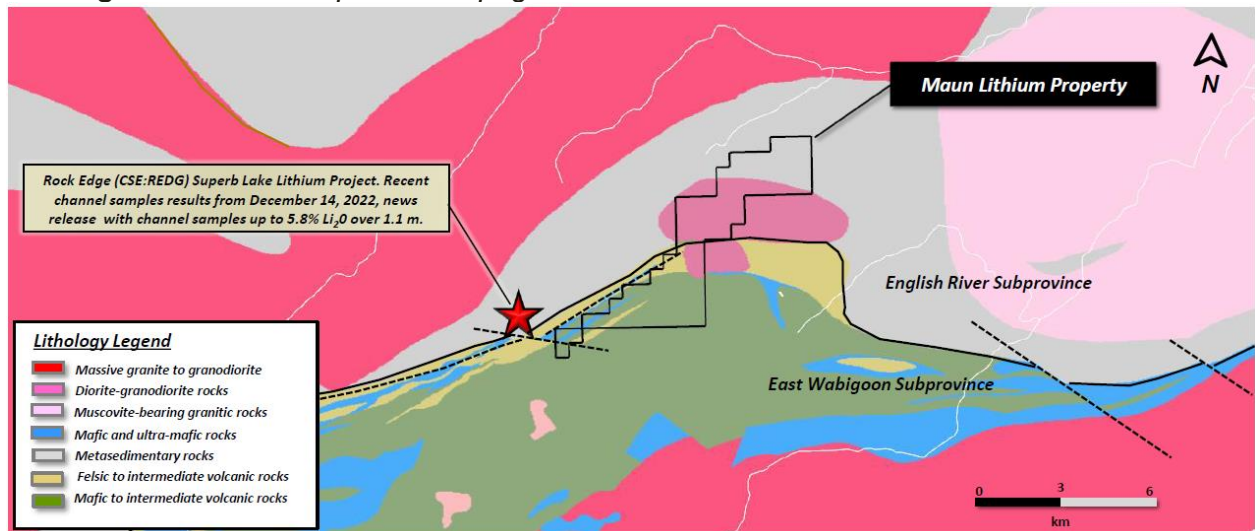


Figure 2. Regional geological location of the Maun Lithium Property.

Terrier Lithium Property

The Terrier Lithium Property consists of 19 mining claims totaling 2,636 hectares. The property lies 8 km north of the English River-East Wabigoon terrane boundary. The property is located along the edge of a muscovite-bearing granitic pluton, a peraluminous S-type fertile parental granite (Breaks et al., 2003¹) and in contact with metasediments. Metasediments make excellent exo-contact hosts for rare-element pegmatites fractionating from a fertile granitic parent (Breaks

et al., 2003¹). An east trending structural feature mapped by the OGS transects the property providing possible pathways for parental granitic melts (Figure 3). Reconnaissance mapping by the Ontario Department of Mines in 1931 along river and lake systems identified several pegmatites hosted within muscovite-bearing granites and metasediments. Some of these occurrences are located on the Terrier Lithium Property (Figure 4). Diamond drilling by Anaconda Mining in 1956 investigating iron formations to the north of the property noted white pegmatites containing garnet, tourmaline, muscovite and some instances fluorite with downhole intervals up to 30 m (OGS assessment file 42L10NE0004). These minerals are good indicators of fractionation from a fertile parental granite (Breaks et al., 2003¹) (Figure 4). Anaconda did not assay the pegmatites.

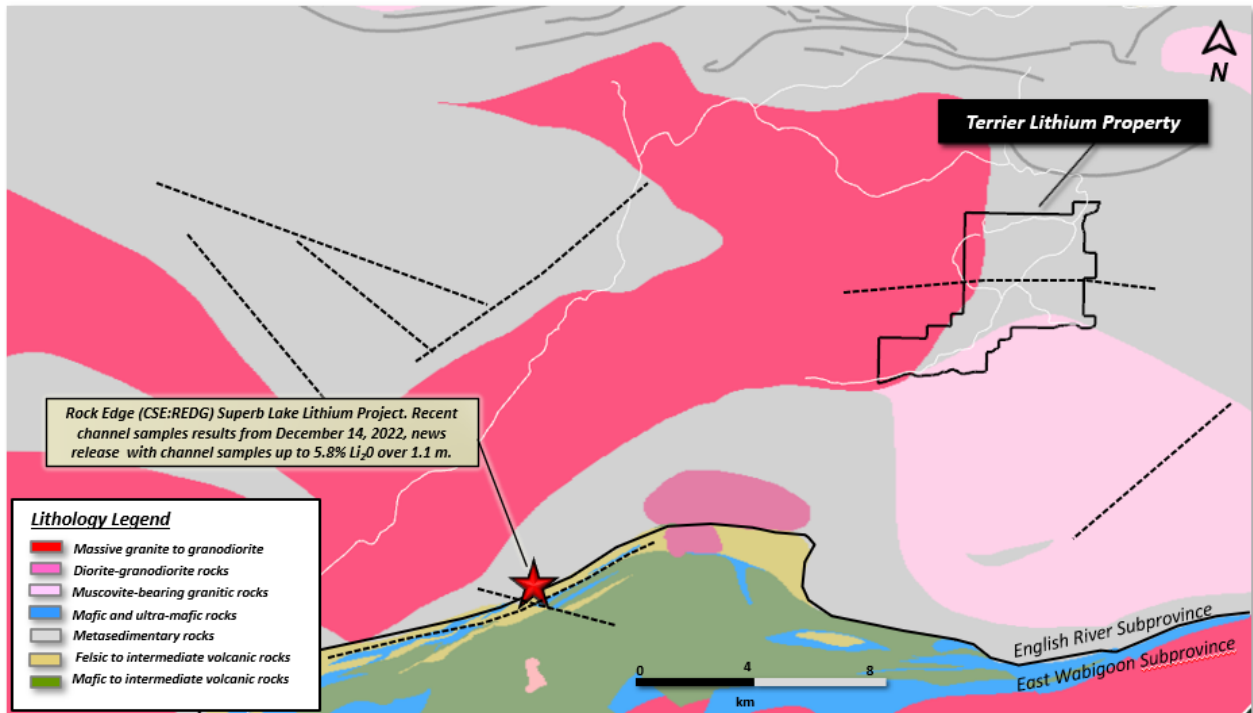


Figure 3. Regional geological location of the Terrier Lithium Property. Source OGS.

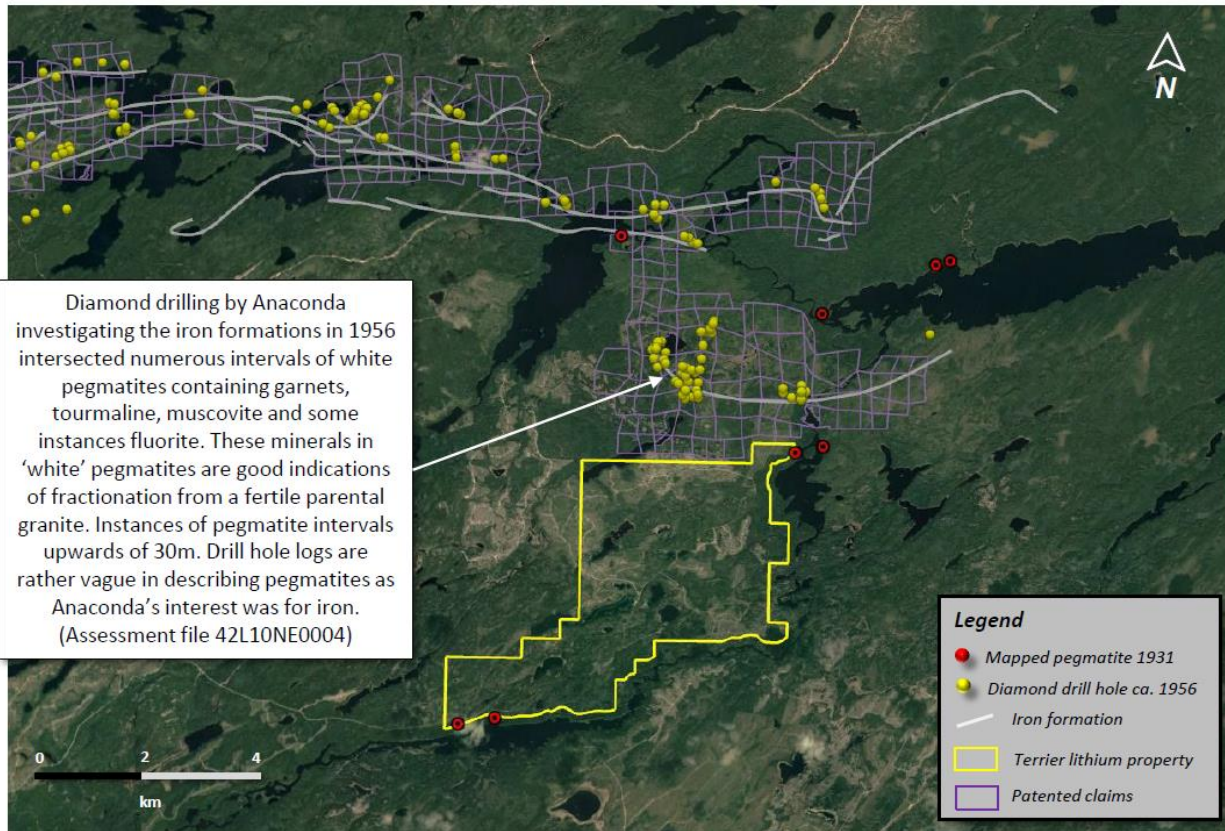


Figure 4. Drilling by Anaconda Mining in 1956 intersecting 'white' pegmatites north of the Terrier Lithium Property. Source OGS.

The Transactions

Rock Edge signed the Maun Lithium Property option agreement to acquire a 100% interest in the property from two third parties (the 'Optionors') by paying \$81,000 and issuing 400,000 shares over a three-year period. Rock Edge signed the Terrier Lithium Property option agreement to acquire a 100% interest in the property from the Optionors by paying \$75,000 and issuing 400,000 shares over a three-year period. The Optionors will retain a 1.5% net smelter royalty ("NSR") on each property, of which Rock Edge can purchase 0.5% of the NSR for \$500,000.

Private Placement

Rock Edge further announces it has arranged a non-brokered private placement of up to 6.5 million units ("Units") at a price of \$0.06 per Unit for aggregate gross proceeds of up to \$390,000.00 (the "Offering"). Each Unit will be comprised of one common share ("Share") and one transferable share purchase warrant ("Warrant") of the Company. Each Warrant will entitle the holder to purchase one Share of the Company at a price of \$0.10 per Share for a period of 24 months from the date of issuance. Proceeds raised from the Offering will be used for exploration activities on the Company's lithium properties in Ontario and for general working capital and unallocated funds as per Tier 2 status requirements.

The Company has also arranged a non-brokered flow through private placement of up to 3 million units ("FT Units") of the Company at a price of \$0.08 per FT Unit for aggregate gross proceeds of up to \$240,000. Each FT Unit consists of one Share of the Company that qualifies as a flow-through share (for purposes of the Income Tax Act (Canada)) and one transferable non-flow-

through share purchase warrant of the Company ("NFT Warrant"). Each NFT Warrant will entitle the holder to acquire an additional Share of the Company at a price of \$0.12 per Share for a period of 24 months from the date of issuance.

The Company intends to use the gross proceeds of the flow-through private placement to incur "Canadian exploration expenses" and "flow-through critical mineral mining expenditures" as defined in the Income Tax Act (Canada).

The Shares, Warrants and NFT Warrants and Shares underlying the Warrants and NFT Warrants will be subject to a four-month-and-one-day statutory hold period from the date of issuance.