

**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 26, 2023

**Item 3.**

**Press Release**

News Release dated January 26, 2023 was disseminated through Access Newswire

**Item 4.**

**Summary of Material Change**

On January 26, 2023 the Company announced the closing of the non brokered private placement which was announced on January 05, 2023 via a Press Release.

**Item 5.**

**Full Description of Material Change**

Vancouver, British Columbia, January 26, 2023: Rock Edge Resources Ltd. (the "Company" or "Rock Edge") (CSE: REDG) is pleased to announce that further to its press release dated January 5, 2023, it has closed the oversubscribed Non Flow Through and Flow Through private placements. The Company issued 7,461,666 Non-Flow Through units (the "NFT Units") at a price of \$0.06 per NFT Unit for aggregate gross proceeds of \$447,699.96 and 3,267,500 Flow Through

\*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) 808 3156

**Item 9.**

**Date of Report**

January 26, 2023

SCHEDULE 'A'

**ROCK EDGE RESOURCES ANNOUNCES CLOSING OF  
OVERSUBSCRIBED PRIVATE PLACEMENTS**

**Vancouver, British Columbia, January 26, 2023:** Rock Edge Resources Ltd. (the "Company" or "Rock Edge") (**CSE: REDG**) is pleased to announce that further to its press release dated January 5, 2023, it has closed the oversubscribed Non Flow Through and Flow Through private placements. The Company issued 7,461,666 Non-Flow Through units (the "NFT Units") at a price of \$0.06 per NFT Unit for aggregate gross proceeds of \$447,699.96 and 3,267,500 Flow Through units (the "FT Units") at a price of \$0.08 per FT Unit for aggregate gross proceeds of \$261,400.

Each NFT Unit is comprised of one common share (a "Share") and one transferable Share purchase warrant (a "Warrant") of the Company. Each Warrant will entitle the holder to purchase one Share (a "Warrant Share") at a price of \$0.10 per Warrant Share for a 24 month period after the Closing Date.

Each FT Unit is comprised of one flow through common share ("FT Share") and one transferable Non-Flow Through Share purchase warrant (a "Warrant") of the Company. Each Warrant will entitle the holder to purchase one Share (a "Warrant Share") at a price of \$0.12 per Warrant Share for a 24 month period after the Closing Date.

Proceeds raised will be used to advance the Company's Superb Lake Lithium Property and the Maun and Terrier Lithium properties located in the Great Lakes region of northern Ontario's emerging premier lithium mineral district and the Stockwork property in B.C. and general working capital.

Finders' fees of \$37,712 in cash was paid to arm's length parties.

There was one insiders participation for a total of 200,000 units and six Pro Group participation for 1,200,000 units

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

**On Behalf of the Board of Directors**

Charles Desjardins

Chief Executive Officer, President and Director

Phone #604-808-3156

Email: [info@rockedgeresources.com](mailto:info@rockedgeresources.com)