

**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

March 20, 2023

Item 3.

Press Release

News Release dated March 20, 2023 was disseminated through Access Newswire

Item 4.

Summary of Material Change

On March 20, 2023 the Company announced that it had entered into an arm’s length LOI to acquire 100% interest in the Val D’Or East Lithium Property from BC1403437 BC LTD.

Item 5.

Full Description of Material Change

Vancouver, British Columbia, March 20, 2023, Rock Edge Resources (“**Rock Edge**”, or the “**Company**”) is pleased to announce that is has entered into an arm’s length letter of intent (“the **LOI**”) to acquire all of the issued and outstanding securities or all or substantially all of the assets of **1403437 BC LTD**, including but not limited to the Val-d’Or East Mineral Claims (the “**Property**”) in the Province of Quebec, Canada. The Property consists of 90 mining claims covering approximately 5,292 hectares or 53 square km. The Property is located 30km southeast of Val-d’Or, accessible via the regional 117 highway.

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

March 20, 2023

SCHEDULE 'A'

**ROCK EDGE RESOURCES SIGNS LOI TO ACQUIRE
THE VAL-D'OR EAST LITHIUM PROJECT**

Vancouver, British Columbia, March 20, 2023, Rock Edge Resources (“**Rock Edge**”, or the “**Company**”) is pleased to announce that it has entered into an arm’s length letter of intent (“the **LOI**”) to acquire all of the issued and outstanding securities or all or substantially all of the assets of **1403437 BC LTD**, including but not limited to the Val-d’Or East Mineral Claims (the “**Property**”) in the Province of Quebec, Canada. The Property consists of 90 mining claims covering approximately 5,292 hectares or 53 square km. The Property is located 30km southeast of Val-d’Or, accessible via the regional 117 highway.

The Property is located approximately 65km southeast from The NAL Lithium Processing Plant (A Piedmont/Sayona Joint Venture), which just announced it produced its first batch of spodumene concentrate (SC6)¹ and 30km southwest of Val-d’Or, a logistics hub for mining service. Sayona is also planning for commission of a refinery outputting Lithium Hydroxide approximately 70km southeast of the Property and a third refinery near Becancour some 200km southeast of the Rock Edge’s Val d’Or East Lithium Project.

Quebec will have the only rock to finished battery grade lithium Carbonate and Hydroxide outside of Asia, making Quebec the foremost lithium production hub outside of Asia.

The Property is contiguous to Sayona Mining Limited’s (ASX: SYA) property and to Brunswick exploration property. The Property lies chiefly on the metagraywackes of the Pontiac Geological Subprovince. The Réservoir Decelles Batholith is located 1-3km away from the Property and consists of a heterogeneous granite which contain muscovite-pegmatites. The vicinity of the Property was prospected for Cu-Ni (Lac Granet, Lac Louvicourt-South and Céré-Villebon) and the search for pegmatites were ignored until very recently.

The Lac-Granet showing, located on Sayona Mining Limited’s claims is located 3km away from the west limit of the Property and 10km north of the Réservoir Decelles Batholith. A drill program by Canadian Malartic Gold Mines Ltd. in 1955 (GM03673) documented several intercepts of aplite and fine grained granitic dykes as well as pegmatites with greenish muscovite. These pegmatites are likely linked to the batholith being formed at its margin. Such pegmatites are interpreted to being produced during late stages of crystallization, which is a primary condition to form LCT (lithium-tantale-caesium) pegmatites. The presence of muscovite mineral is also indicative of later stages of crystallization, a key indicative mineral for lithium-bearing pegmatites. Underexplored areas surrounding the Réservoir Decelles Batholith may therefore be considered prospective as they are susceptible to contain LCT type of pegmatites.

Additionally, anomalous lake bottom sediments in Li are found within the Property (5.2 ppm Li, 6.6 ppm Li) or less than 300 m away from its limits (10.2 ppm Li).

Terms of the proposed transaction are cash payments of \$30,000 upon closing of the proposed transaction, \$30,000 due upon the one year anniversary of closing of the proposed acquisition and the issuance of 750,000 units of the Company (the “**Consideration Units**”) at a deemed price of \$0.10 per Consideration Unit. The Consideration Units will consist of (a) 750,000 common shares of the Company (the “**Unit Shares**”), and (b) 750,000 common share purchase warrants of the Company (the “**Unit Warrants**”) entitling holders to purchase one common share of the Company with an exercise price of \$0.20 per common share and expiring 3 years from the closing date of the proposed transaction.

Completion of the proposed transaction is subject to a number of conditions, including, but not limited to, execution of a definitive agreement and Canadian Securities Exchange acceptance. There can be no

assurance that the definitive agreement will be executed or that the proposed transaction will be completed as proposed or at all.

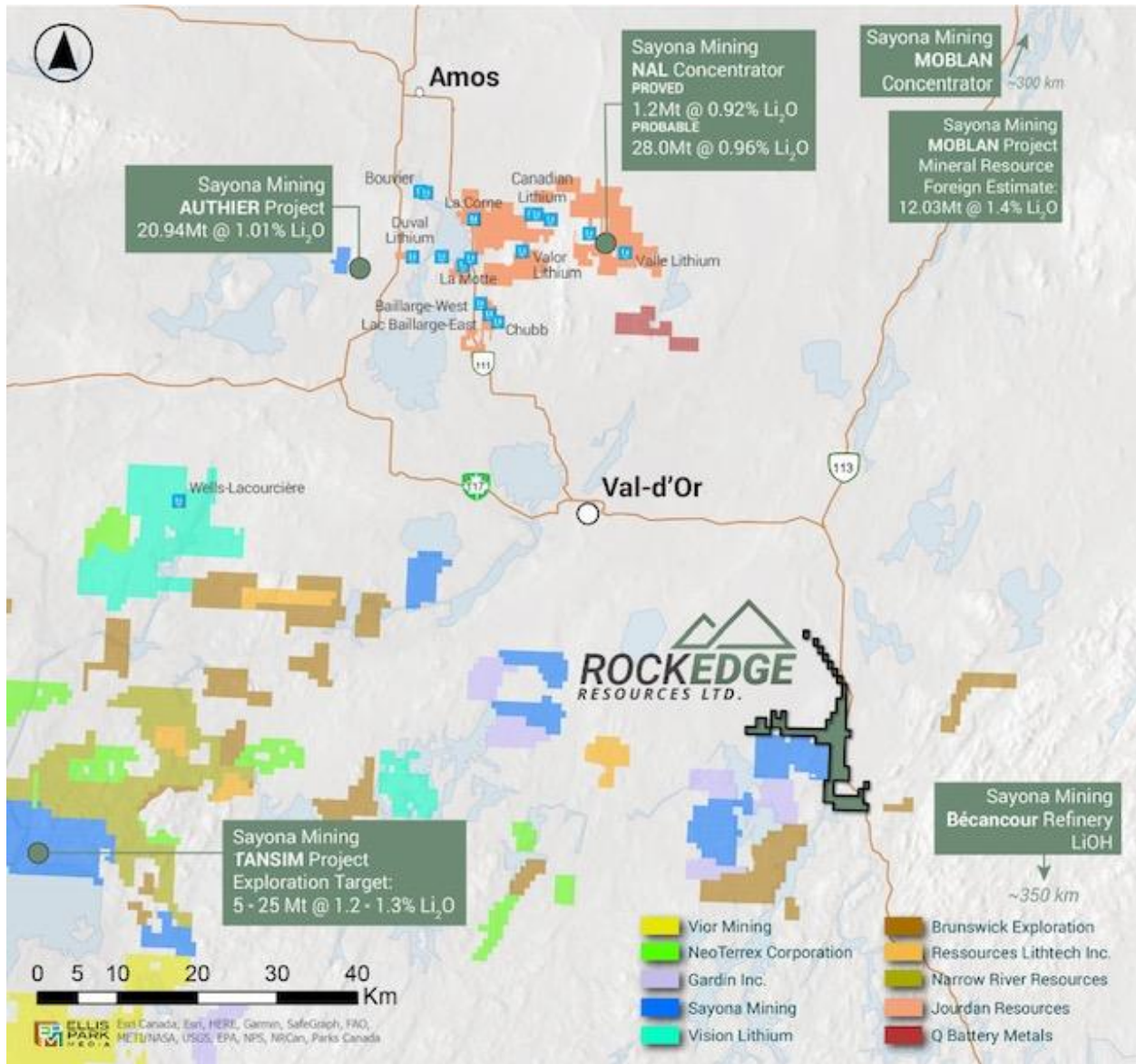


Figure 1 Area Map with display of Rock Edge's Val-d'Or East Claims

Qualified Person

Technical information relating to the Val d'Or East Lithium property contained in the news release has been approved by Isabelle Robillard, P. Geo, who is a "Qualified Person" within the meaning of National Instrument 43-101 Standards of Disclosure for Mineral Projects.