

**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

August 08, 2023

Item 3. Press Release

News Release dated August 08, 2023 was disseminated through Access Newswire

Item 4. Summary of Material Change

On August 08, 2023 the Company announced the closing of the non brokered Critical Minerals flow through private placement which was announced on June 23, 2023 via a Press Release.

Item 5. Full Description of Material Change

Vancouver, British Columbia, August 08, 2023: Rock Edge Resources Ltd. (the “Company” or “Rock Edge”) (CSE: REDG) announce that, further to its press release dated July 23, 2023, it has closed the non-brokered Critical Minerals Flow Through private placement. The Company issued 2,100,000 Flow Through units (the “FT Units”) at a price of \$0.05 per FT Unit for aggregate gross proceeds of \$105,000.

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

August 08, 2023

SCHEDULE 'A'

Rock Edge Closes Critical Minerals Flow-Through Private Placement

Vancouver, British Columbia, August 08, 2023: Rock Edge Resources Ltd. (the "Company" or "Rock Edge") (CSE: REDG) announce that, further to its press release dated July 23, 2023, it has closed the non-brokered Critical Minerals Flow Through private placement. The Company issued 2,100,000 Flow Through units (the "FT Units") at a price of \$0.05 per FT Unit for aggregate gross proceeds of \$105,000.

Each Critical Minerals FT Unit will include one flow-through share ("FT Share") that qualifies as a Critical Minerals flow-through share under the Income Tax Act (Canada), along with a transferable half non-flow-through share purchase warrant of the Company ("NFT Warrant"). Each whole NFT Warrant will enable the holder to acquire an additional Share at a price of \$0.10 per Share for a period of 24 months from the date of issuance.

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.

The gross proceeds from the FT Units will be utilized for incurring "Canadian exploration expenses" and "flow-through critical mineral mining expenditures" as defined in the Income Tax Act (Canada).

Finders' fees of \$6,400 in cash and 128,000 broker warrants were paid to arm's length parties.

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.

The Company would also like to announce the extension of its non-brokered non-flow-through private placement ("NFT Units") press release on July 23, 2023. The closing date has been extended to August 18, 2023. All terms of the Offering remain unchanged, and the Offering remains subject to the approval of the CSE.

On Behalf of the Board of Directors

Charles Desjardins

Chief Executive Officer, President and Director

Phone #604-808-3156

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