

**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 16, 2023

**Item 3.**

**Press Release**

News Release dated August 16, 2023 was disseminated through Access Newswire

**Item 4.**

**Summary of Material Change**

On August 16, 2023 the Company announced the closing of the non broker private placement which was announced on June 23, 2023 via a Press Release.

**Item 5.**

**Full Description of Material Change**

**Vancouver, British Columbia, August 16, 2023:** Rock Edge Resources Ltd. (the “Company” or “Rock Edge”) (CSE: REDG) is pleased to announce that, further to its press release dated June 14, 2023 and June 23, 2023, it has closed the non-brokered private placement (the “Financing”). The Company issued 2,200,000 units (the “Units”) at a price of \$0.05 per Unit for aggregate gross proceeds of \$110,000.

\*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 16, 2023

SCHEDULE 'A'

**Rock Edge Closes Private Placement**

**Vancouver, British Columbia, August 16, 2023:** Rock Edge Resources Ltd. (the "Company" or "Rock Edge") (CSE: REDG) is pleased to announce that, further to its press release dated June 14, 2023 and June 23, 2023, it has closed the non-brokered private placement (the "Financing"). The Company issued 2,200,000 units (the "Units") at a price of \$0.05 per Unit for aggregate gross proceeds of \$110,000.

Each Unit will consist of one common share (a "Share") along with one transferable share purchase warrant of the Company (a "Warrant"). Each Warrant will enable the holder to acquire an additional Share at a price of \$0.075 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 and for general working expenses. There was one Insider's participation for 200,000 Units and two Pro Group's participation for 300,000 Units.

Finders' fees of \$8,800 in cash and 176,000 broker warrants (a "Brokers Warrant") were paid to arm's length parties. Each Broker Warrant will enable the holder to acquire an additional Share at a price of \$0.075 per Share for a period of 24 months from the date of issuance.

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 also wishes to announce that Christian Timmins has resigned as a Director to pursue other interests. We thank Mr. Timmins for his valuable contributions to the Company and wishes him all the best in his future endeavors.

**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)