

**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**

February 13, 2024

**Item 3.           Press Release**

News Release dated February 13, 2024 was disseminated through The Newswire

**Item 4.           Summary of Material Change**

On **February 13, 2024 – Rock Edge Resources Ltd:** (the "Company" or "Rock Edge") (**CSE: REDG**) is pleased to announce the closing of the First Tranche of its non-brokered private placement financings, as previously announced on January 29, 2024. The Company has raised gross proceeds totalling \$309,550.02, issuing a total of 10,554,250 units of common shares at a unit price of \$0.03

**Item 5.           Full Description of Material Change**

**\*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**

February 13, 2024

SCHEDULE 'A'

## **Rock Edge Closes First Tranche of Private Placement**

**VANCOUVER, BC—February 13, 2024 – Rock Edge Resources Ltd:** (the "Company" or "Rock Edge") (CSE: REDG) is pleased to announce the closing of the First Tranche of its non-brokered private placement financings, as previously announced on January 29, 2024. The Company has raised gross proceeds totalling \$309,550.02, issuing a total of 10,554,250 units of common shares at a unit price of \$0.03

Each unit consists of one common share and one transferrable common share purchase warrant, enabling the holder to purchase one common share at an exercise price of \$0.06, 24 months after the date of issuance. The proceeds from the offering will be allocated towards the exploration of the Company's mineral properties and general operational expenses.

Finders' fees of \$23,755.00 in cash plus 235,916 Finders Shares at \$0.03 and 395,916 Finders warrants were paid to arm's length parties. Shares issued pursuant to the Financing will be subject to a statutory hold period of four months plus a day from the date of issuance, according to the applicable security laws of Canada.

### **About Rock Edge Resources Ltd.**

Rock Edge Resources Ltd. is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. Its objective is to locate and develop economic precious and base metal properties of merit and to conduct its exploration on the Company's exploration properties.

For more information, please refer to the Company's information available on SEDAR ([www.sedar.com](http://www.sedar.com)).

### **On Behalf of the Board of Directors**

Charles Desjardins  
Chief Executive Officer, President and Director  
Phone #604-808-3156  
Email: [charlesventure1000@gmail.com](mailto:charlesventure1000@gmail.com)