

NORTHROCK RESOURCES INC.

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British Columbia Securities Commission
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NOTICE OF CHANGE IN CORPORATE STRUCTURE
Pursuant to National Instrument 51-102 Section 4.9

Rockgate Capital Corporation ("**Rockgate**") and Northrock Resources Inc. ("**Northrock**") entered into an arrangement agreement dated as of June 2, 2008 to participate in a plan of arrangement (the "**Arrangement**") involving Rockgate, Rockgate's shareholders and Northrock. The Arrangement was approved by the shareholders of Rockgate at a meeting of its shareholders held on July 31, 2008 and received final court approval on August 6, 2008. The Arrangement completed with an effective date of August 29, 2008 (the "**Effective Date**").

Shareholders of Rockgate as of the Effective Date were issued one (1) common share and one (1) share purchase warrant of Northrock for each three (3) common shares of Rockgate held. Each Northrock share purchase warrant entitles the holder to purchase one additional Northrock common share at an exercise price of \$0.75 for a period expiring on September 30, 2010. Rockgate shareholders retained their common shares in Rockgate which continue to trade on the TSX Venture Exchange under the symbol "RGT".

As a result of the closing of the Arrangement, Northrock ceased to be a wholly-owned subsidiary of Rockgate and the shareholders of Rockgate as of the Effective Date became shareholders and warrant holders of Northrock. In addition, Northrock became a reporting issuer in British Columbia and Alberta upon completion of the Arrangement.

The date of Northrock's first financial year-end subsequent to the Effective Date is June 30, 2009 and the periods of the interim and annual financial statements required to be filed by Northrock, including those for the first financial year subsequent to the Effective Date, are as follows:

1. the period from incorporation (March 14, 2008) to June 30, 2008;
2. the three-month period ending September 30, 2008⁽¹⁾;
3. the six-month period ending December 31, 2008⁽¹⁾;
4. the nine-month period ending March 31, 2008 and the comparative period ending March 31, 2007; and
5. the year ending June 30, 2009 and the comparative period ending June 30, 2008.

⁽¹⁾Financial statements for the corresponding period in the preceding financial year will not be filed as Northrock was incorporated on March 14, 2008 and has not yet completed a full financial year.

Dated this 29th day of August, 2008.

NORTHROCK RESOURCES INC.

Per: s/ "Karl Kottmeier"
Karl Kottmeier
Chief Executive Officer