

Rich Rock Resources Inc.
(“Rich Rock”)
Proxy Circular

The information contained in this Proxy Circular (“Circular”), unless otherwise indicated, is as of August 21, 2015. Any reference to currency in this Circular is in Canadian dollars (“Cdn\$”) unless otherwise noted.

The management of Rich Rock is providing this Circular to everyone who was a shareholder of record of the Company on August 21, 2015, which is the date that has been fixed by the Directors of Rich Rock as the record date to determine the shareholders who are entitled to receive notice of and vote at the meeting. We are providing this Circular in connection with the solicitation of proxies by and on behalf of the management of Rich Rock for use at the Annual General Meeting (“Meeting”) of the shareholders of Rich Rock that is to be held on Friday, September 25, 2015 at 3:00pm (PDT) at Suite 910 - 475 West Georgia Street, Vancouver, British Columbia. The solicitation of proxies will be primarily by mail. Certain employees of Rich Rock may also solicit proxies by telephone or in person. The cost of this solicitation will be borne by Rich Rock.

Under Rich Rock’s Articles, a quorum for the Meeting is at least two shareholders present in person or by proxy. If such a quorum is not present, Rich Rock will reschedule the Meeting.

PART ONE – VOTING

WHO CAN VOTE?

The holders of Common Shares and Class “A” Variable Multiple Voting Shares (“Class “A” Shares”) registered at the close of business on August 21, 2015, the record date fixed for determining who is entitled to receive notice of and vote at the Meeting, are entitled to attend the Meeting and to vote as a single class on all matters to be voted on by the shareholders at the Meeting.

VOTING SHARES

The authorized capital of the Rich Rock consists of (i) an unlimited number of Common Shares, of which 39,457,114 common shares were issued and outstanding as at August 21, 2015 (“Record Date”); and (ii) 100,000 Class “A” Shares all of which were issued and outstanding as at the record date.

The holders of Common Shares are entitled to one vote per one Common Share held. The holders of Class “A” Shares are entitled to that number of votes per one Class “A” Share as determined by the following formula:

$$\frac{B \times 0.55}{A \times 0.45}$$

where ‘B’ is the number of issued Common Shares of Rich Rock and ‘A’ is the number of issued Class “A” Shares.

To the knowledge of the directors and officers of Rich Rock, the following persons or companies beneficially own, directly or indirectly, or exercise control or direction over 10% or more of Rich Rock shares on August 21, 2015:

Name	Number of shares & Class of shares	Percentage of Outstanding Shares
Lloyd Tattersall	10,678,834 Common Shares	27.1%
Lloyd Tattersall	100,000 Class "A" Shares	100.0%

Notes: Mr. Tattersall is the President, CEO and a Director of Rich Rock.

VOTING IN PERSON

If you are a shareholder entitled to attend the Meeting, you can cast one vote for each Common Share registered in your name on all resolutions put before the Meeting.

VOTING BY PROXY

If you do not come to the Meeting, you can still make your votes count by appointing someone who will be there to act as your proxy holder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.

What is a Form of Proxy?

A Form of Proxy ("Proxy") is a document that authorizes someone to attend the Meeting and cast your votes for you. A Proxy was mailed to you with the Notice of Meeting. You should use it to appoint a proxy holder, although you can also use any other legal form of proxy.

In order to be valid, you must return the completed form of proxy no later than 3:00pm (PDT) on Wednesday, September 23, 2015 to Rich Rock's offices at:

Rich Rock Resources Inc.
910 - 475 West Georgia Street
Vancouver, BC
V6B 4M9
Email: info@richrockresources.com

Appointing a Proxy Holder

You can choose any individual to be your proxy holder, so long as such individual is a shareholder of Rich Rock. If you are a corporation, then it is not necessary for the person whom you choose as your proxy holder to be a shareholder of Rich Rock. To make such an appointment, simply fill in the person's name in the blank space provided in the enclosed Proxy. To vote your shares, your Proxy holder must attend the Meeting.

If you do not fill a name in the blank space in the Proxy, the persons named in the Proxy are appointed to act as your proxy holder. These persons are Officers of Rich Rock.

Instructing your Proxy

You may indicate on your Proxy how you wish your proxy holder to vote your shares. To do this, simply mark the appropriate boxes on the Proxy. If you do this, your proxy holder must vote your shares in accordance with the instructions you have given.

If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxy holder can vote your shares as he or she thinks fit. If you have appointed the persons designated in the form of proxy as your proxy holder they will, unless you give contrary instructions, vote your shares at the Meeting as follows:

- ✓ **FOR setting the number of directors at five;**
- ✓ **FOR the election of the proposed nominees as Directors; and**
- ✓ **FOR the re-appointment of Dale Matheson Carr-Hilton Labonte LLP.**
- ✓ **FOR the approval to sale the property(ies).**

For more information about these matters, see Part Three – *Matters to be Acted Upon at the Meeting*. The Proxy gives the persons named on it the authority to use their discretion in voting on amendments or variations to matters identified on the Notice of Meeting. At the time of printing this Circular, the management of Rich Rock is not aware of any other matter to be presented for action at the Meeting. If, however, other matters do properly come before the Meeting, the persons named on the enclosed Proxy will vote on them in accordance with their best judgment, pursuant to the discretionary authority conferred by the Proxy with respect to such matters.

Changing your Mind (Revocation of Proxy)

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used.

You may do this by: (a) attending the Meeting and voting in person; (b) signing a Proxy bearing a later date; (c) signing a written statement which indicates, clearly, that you want to revoke your Proxy and delivering this signed written statement to the Rich Rock's office at

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or (d) in any other manner permitted by law. Only registered shareholders may revoke a Proxy. If your Common Shares are held in the name of a broker or financial intermediary, please see the section below titled "*Beneficial Shareholders*".

Your Proxy will only be revoked if a revocation is received by 5:00 p.m. (PDT) on the last business day before the day of the Meeting, or any adjournment thereof, or delivered to the Chair of the Meeting at the Meeting before the Meeting (or any adjournment thereof) commences. If you revoke your Proxy but do not replace it with another Proxy that is deposited with Rich Rock at least 48 hours prior to the commencement of the Meeting, you can still vote your Common Shares, but to do so the registered shareholder must attend the Meeting in person.

Beneficial Shareholders

If your shares are registered "In Trust" with a bank, trust company, securities dealer or other financial institution ("nominees"), Rich Rock has elected to forward the Proxy to the shareholders directly and not the nominees, unless otherwise instructed by the nominees.

PART TWO – COMPENSATION AND OTHER INFORMATION

STOCK OPTION PLAN

By a resolution dated August 16, 2011, Rich Rock’s shareholders approved a stock option plan (“Plan”). The Plan permits Rich Rock to grant options that are exercisable into Common Shares. The number of options permitted to be granted under the Plan is limited to 10% of Rich Rock’s issued Common Shares at the time of any granting of options. Any previously granted options will be deemed to be accepted into and governed by the Plan, and if any options granted expire or terminate for any reason without having been exercised in full, the unexercised options shall again be available under the Plan. There are currently no options to purchase Common Shares outstanding.

COMPENSATION OF DIRECTORS

We do not pay our directors a fee for acting as such. They are, however, entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors. Rich Rock may from time to time, grant options and/or bonus shares to its directors to purchase Common Shares of Rich Rock. No options were granted to the directors during the fiscal year ended April 30, 2015.

COMPENSATION OF NAMED EXECUTIVE OFFICERS

In this Circular:

Chief Executive Officer (“**CEO**”) means an individual who acted as chief executive officer of Rich Rock, or acted in a similar capacity, for any part of the most recently completed financial year.

Chief Financial Officer (“**CFO**”) means an individual who acted as chief financial officer of Rich Rock, or acted in a similar capacity, for any part of the most recently completed financial year.

Named Executive Officer (“**NEO**”) means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 – *Statement of Executive Compensation*, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of Rich Rock, nor acting in a similar capacity, at the end of that financial year.

The following table sets out certain information respecting the compensation paid to the NEOs of Rich Rock for the financial years ended April 30, 2013, 2014 and 2015:

NEO Name & Principal Position	Year Ended April 30	Salary (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
				Annual Incentive Plans	Long-term Incentive Plans			
Lloyd Tattersall President & CEO	2015	5,838						5,838
	2014	15,300						15,300
	2013	16,575						16,575
Al Kamdar CFO	2015	6,189						6,189
	2014	16,137						16,137
	2013	17,604						17,604

COMMITTEE RESPONSIBILITIES AND ACTIVITIES

AUDIT COMMITTEE

Rich Rock's board of directors ("Board") has chosen not to appoint an Audit Committee. All functions of an audit committee are performed by the Board. These duties include responsibilities relating to Rich Rock's corporate accounting and reporting practices, ensuring that management has established appropriate processes for monitoring Rich Rock's systems and procedures for financial reporting and controls, reviewing all financial information in disclosure documents; monitoring the performance and fees and expenses of Rich Rock's external auditors and recommending external auditors for appointment by shareholders.

OTHER BOARD COMMITTEES

At the present time Rich Rock does not have a Compensation Committee or Nominating Committee. All decisions involving compensation and nomination issues are made by the Board.

MANAGEMENT CONTRACTS

The management functions of Rich Rock are performed by the Directors and Executive Officers of Rich Rock and no management contracts have been entered into by Rich Rock for performance of the management functions of Rich Rock.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No proposed nominee for election as a director, and no director or officer of Rich Rock who has served in such capacity since the beginning of the last financial year of Rich Rock, and no shareholder holding beneficially, directly or indirectly, more than 10% of Rich Rock's outstanding shares, and none of the respective associates or affiliates of any of the foregoing, had any interest in any transaction with Rich Rock or in any proposed transaction since the commencement of Rich Rock's last completed financial year that has materially affected Rich Rock, except as outlined in the financial statements.

PART THREE – MATTERS TO BE ACTED UPON AT THE MEETING

(1) FINANCIAL STATEMENTS

The financial statements of Rich Rock for the year ended April 30, 2015 will be placed before you at the Meeting. Shareholders may also contact Rich Rock for a copy of the Annual Financial Statements prior to the Meeting by calling 604-569-0030 or emailing info@richrockresources.com.

(2) RE-APPOINTMENT OF AUDITORS

During the financial year ended April 30, 2015, Dale Matheson Carr-Hilton Labonte LLP, chartered accountants, served as Rich Rock's auditors.

Shareholders of Rich Rock will be asked to vote for the re-appointment of Dale Matheson Carr-Hilton Labonte LLP, chartered accountants, as Rich Rock's auditors, to hold office until the next annual general meeting of the shareholders, or until their successors have been appointed, and to authorize the directors to fix their remuneration. **Unless they are instructed otherwise, the persons named in the form of proxy intend to vote FOR the re-appointment of Dale Matheson Carr-Hilton Labonte LLP, chartered accountants, to act as Rich Rock's auditors until the close of our next annual general meeting.**

(3) SET NUMBER OF DIRECTORS

Shareholders will be asked to vote for a resolution setting the number of directors at five (5). **Unless you give other instructions, the persons named in the Proxy intend to vote FOR this resolution.**

(4) PROPERTY SALE

Shareholders will be asked to vote for a resolution granting management permission to option or sell all or part of any/all properties of Rich Rock.

(5) ELECTION OF DIRECTORS

Directors of Rich Rock are elected for a term of one year. The term of office of each of the nominees proposed for election as a director will expire at the Meeting, and each of them, if re-elected, will serve until the close of the next annual general meeting, unless he or she resigns or otherwise vacates office before that time.

The Nominees

The following are management's nominees for election as directors of Rich Rock. All of these individuals are currently directors of Rich Rock. **Unless you give other instructions, the persons named in the Proxy intend to vote FOR those nominees.** Each of the nominees has agreed to stand for re-election and we are not aware of any intention of any of them not to do so. If, however, one or more of them should become unable to stand for re-election, it is likely that one or more other persons would be nominated at the Meeting for election, and, in that event, the persons designated in the Proxy will vote in their discretion for a substitute nominee.

Name, Municipality of Residence and Position Held	Principal Occupation for the Past Five Years	Director of Rich Rock Since	Number of Shares Beneficially Owned or Controlled ⁽¹⁾
Lloyd Tattersall Vancouver, BC <i>President, CEO & Director</i>	2009 – Jan 2010 – Executive Vice President, Exploration of Eagle Peak Resources Inc., Metal Mountain Resources Inc. and Rich Rock Resources Inc. Jan 2010 – Current - President, Chief Executive Officer, and Director of Eagle Peak Resources Inc., Metal Mountain Resources Inc., Rich Rock Resources Inc., Gavin Mines Inc., Lloyd Minerals Inc. and Inzana Metals Inc.	September 2009	10,678,834
David J. Pow, P. Eng¹ Prince George, BC <i>Manager of Property Development & Director</i>	Jan 2009 – Current - Director and Senior Mining Engineer, Manager of Property Development and Exploration Programs for Metal Mountain Resources Inc., Rich Rock Resources Inc., Gavin Mines Inc., Lloyd Minerals Inc. and Inzana Metals Inc. 2009 - Current - Consulting services through his wholly-owned private company, DJP Consulting.	September 2009	116,667
Egil Livgard Terrace, BC <i>Director</i>	2009 – Current – Retired consultant to mining companies throughout the world. Jan 2009 – Current - Director of Eagle Peak Resources Inc., Metal Mountain Resources Inc., Rich Rock Resources Inc., and Inzana Metals Inc.	September 2009	75,000
Douglas R. G. Watt Likely, BC <i>Director</i>	2013 – Current – Contract work for Craigmont Industries Limited (JDS Mining). 2009 – 2013 - Environmental Supervisor at the Cantung Tungsten mine owned by North American Tungsten Corp. May 2009 – Current - Director of Metal Mountain Resources Inc. and Rich Rock Resources Inc.	September 2009	25,000
Merna Tattersall Vancouver, B.C. <i>Executive VP of Corporate Administration & Director</i>	March 2010 – Current - Executive Vice President, Corporate Administration and Director of Eagle Peak Resources Inc., Metal Mountain Resources Inc, Rich Rock Resources Inc., Lloyd Minerals Inc., Gavin Mines Inc. and Inzana Metals Inc.	April 2010	nil

Note: Information as to ownership or control of shares has been provided by the nominees.

(6) OTHER MATTERS TO BE ACTED UPON

Management of Rich Rock is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of the Meeting. However, if any other matter properly comes before the Meeting, the Proxy confers discretionary authority to vote with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters that properly may come before the Meeting.

ADDITIONAL INFORMATION

Financial information concerning Rich Rock is provided in the financial statements for its most recently completed financial year. Copies of this information are available by contacting Rich Rock at its offices located at Suite 910, 475 West Georgia Street, Vancouver, British Columbia, V6B 4M9; phone (604) 569-0010.

BOARD APPROVAL

The Board has approved the contents and the sending of this Circular and recommends that shareholders vote in favour of all proposed resolutions. Where information contained in this Circular rests specifically within the knowledge of a person other than Rich Rock, Rich Rock has relied upon information furnished by such person.

Lloyd Tattersall
President, CEO and Director

August 21, 2015
Vancouver, British Columbia