

This is the form of material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*.

**FORM 53-901F
(Previously Form 27)**

**MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)**

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this are complied with.

NOTE; If this report is filed on a confidential basis, put at the beginning of the report in block capitals "CONFIDENTIAL – SECTION 85", and file in an envelope marked "Confidential – Attention: Supervisor, Financial Reporting".

1 Reporting Issuer

RAINY MOUNTAIN ROYALTY CORP.
2489 Bellevue Avenue
West Vancouver, British Columbia V7V 1E1

Telephone (604) 922-2030

(the "Company" or "Rainy Mountain")

2 Date of Material Change

October 20, 2010

3 Press Release

Issued in West Vancouver, B.C. on October 20, 2010 under Section 85 (1) of the Act and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

Rainy Mountain engaged investor relations representative.

5 Full Description of Material Change

The Company announced that, subject to regulatory approval, it has retained Robert A. Young to provide the Company with investor relations services.

Ronald Coombes, President, commented "We believe that Robert Young will add to Rainy Mountain's visibility and increase awareness of the Company in the investment community."

The investor relations services agreement with Robert Young (the "Agreement") is for an initial term of six months following TSX Venture Exchange acceptance with a right of renewal upon mutual agreement. Pursuant to the Agreement, Robert Young will earn a monthly fee of \$2,000 and will be granted 50,000 incentive stock options at \$0.12 per share for a term of 2 years. In accordance with TSX Venture Exchange policies, the options granted to Robert Young will vest over 12 months with no more than one quarter of the options vesting in any 3 month period.

For further information, contact Mr. Clive Shallow, investor communications at 604-922-2030 or visit the Company's new website at www.rmroyalty.com.

6 Reliance on Section 85(2) of the Act

Not applicable

7 Omitted Information

No information has been intentionally omitted from this form.

8 Senior Officers

Ronald A. Coombes, President
Sead Hamzagic, CFO

Further information may be obtained from Bruce E. Morley, director of the Company, 2489
Bellevue Avenue, West Vancouver, British Columbia, V7V 1E1, (604) 922-2030

9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at West Vancouver, British Columbia, this 20th day of October, 2010.

RAINY MOUNTAIN ROYALTY CORP.

"Bruce E. Morley"

Signature

Director

(Official capacity - please print)

Bruce E. Morley

*(Please print here name of individual whose signature appears
above, if different from name of vendor or agent printed above)*