

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

April 14, 2011

3 Press Release

Issued in West Vancouver, B.C. on April 14, 2011 under Section 85 (1) of the Act and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

As a result of a review by the British Columbia Securities Commission, Rainy Mountain issued the following news release to clarify the Company's technical disclosure.

5 Full Description of Material Change

The Company, as a result of a review by the British Columbia Securities Commission (the "Commission"), today issued the following news release to clarify the Company's technical disclosure.

Disclosure of Mineral Resources and Mineral Reserves

On the Company's website and in its corporate presentation materials that appeared on the Company's website, the Company reported mineral resources for the Marshall Lake property that failed to disclose the mineral resource category, contrary to sections 2.2(a) and 2.3(1)(a) of NI 43-101; did not report each category of mineral resource or mineral reserve separately, contrary to section 2.2(b); disclosed mineral resources solely in the form of contained metal content, contrary to sections 2.2(d) and 3.4(b); and did not provide the information required by section 3.4 (a), (c), (d) and (e) of NI 43-101.

To correct and remedy these matters, the Company has removed the non-compliant materials from its website, as of April 8, 2011, and is in the process of updating such materials to address the technical disclosure matters raised by the Commission and to further reflect the Company's recent drilling program and expected assay results.

Restricted Disclosure

On the Company's website and in its corporate presentation materials that appeared on the Company's website, the Company disclosed certain historical estimates for the Marshall Lake property that are contrary to section 2.3 (1)(a) of NI 43-101 because the disclosure does not provide the information required by section 2.4 of NI 43-101, which is cautionary language that must be provided with all historical resource estimates.

To correct and remedy this matter, the Company has removed all references and materials that disclosed historical estimates without sufficient cautionary language as required by NI 43-101.

Qualified Person

On the Company's website and in certain investor relations materials, corporate presentations and MD&A, the Company failed to identify and disclose the relationship to the Company of the qualified person who approved, prepared or supervised the preparation of the technical information it was disclosing contrary to section 3.1 of NI 43-101.

To correct and remedy this matter, the Company has updated its website, as of April 8, 2011, to identify and disclose the relationship to the Company of the qualified person and, going forward, will ensure that the qualified person, who has approved, prepared or supervised the preparation of the Company's technical information, is named in the Company's website, investor relations materials, corporate presentation materials and MD&A.

This news release has been reviewed and approved by Robert Middleton, P.Eng., who is acting as the Company's Qualified Person for the Marshall Lake Property project in accordance with regulations under NI 43-101.

For further information, contact Mr. Clive Shallow, Shareholder Communications at 604-922-2030, Robert A. Young, Investor Relations at 604-682-5123 or visit the Company's 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 14th day of April, 2011.

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)