FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Rainy Mountain Royalty Corp.
2489 Bellevue Avenue
West Vancouver, British Columbia V7V 1E1

(the "Company" or "Rainy Mountain")

Item 2 Date of Material Change

February 27, 2017

Item 3 News Release

Issued in West Vancouver, B.C. on February 27, 2017 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Rainy Mountain announced the expiry of fully subscribed Rights Offering with Gross Proceeds of $1,354,705.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Rainy Mountain announced the expiry of its previously announced rights offering. All unexercised rights expired at 2:00 pm (Vancouver time) on February 24, 2017 (the "Expiry Time") and are void and of no value. Details of the rights offering are set out in the amended and restated rights offering notice dated January 25, 2017 and amended and restated rights offering circular dated January 25, 2017, which are available on the Company's profile at www.sedar.com. The rights offering was over-subscribed and the Company will be closing on a total offering amount of $1,354,705 which was the maximum amount offered by the Company pursuant to the rights offering.

Details of the Rights Offering

15,949,964 rights were exercised prior to the Expiry Time under the basic subscription privilege entitling the holders thereof to acquire an aggregate of 7,974,982 units (the "Units") of the Company at $0.10 per Unit for gross proceeds of $797,498 and an additional 8,921,029 Units were subscribed for by rights holders under the additional subscription privilege. As the total number of Units that can be issued under the rights offering was 13,547,056 Units only, 5,572,074 additional Units will be issued pursuant to the additional subscription privilege for gross proceeds of $557,207. Each Unit is comprised of one common share of the Company and one-half of one common share purchase warrant (each, a "Warrant") of the Company, with each whole Warrant exercisable into one common share of the Company for a period of 24 months a price of $0.15 for a period expiring on the 12 month anniversary of the closing date and at an exercise price of $0.25 thereafter. Closing of the rights offering is expected to occur at 10:00 am (Vancouver time) on March 1, 2017.

In addition, pursuant to a soliciting dealer agreement with stand-by guarantee between the Company and Mackie Research Capital Corporation (“MRCC”), RMO will pay MRCC $9,187.50 plus taxes and disbursements as payment for the balance of its corporate financing fee and a soliciting dealer’s fee of 8% of the aggregate gross proceeds raised under the rights offering, excluding proceeds raised as a result of the exercise of rights by insiders of RMO. MRCC will also be issued an option entitling it to acquire that number of common shares of the Company as is equal to 25% of the number of Units distributed pursuant to the rights offering for proceeds of up to $500,000 and 10% of the remaining number of Units, excluding any Units issued to insiders of RMO, at an exercise price of $0.135 per common share for a period of 24 months following the closing date (the “MRCC Option”).

After the issue of Units under the rights offering, the Company will have approximately 40,979,931 common shares issued and outstanding, excluding any common shares which may be issued to MRCC pursuant the MRCC Option.

For further information, contact Mr. Clive Shallow, Shareholder Communications, at 604-922-2030, or visit the Company’s website at www.rmroyalty.com.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable

Item 7 Omitted Information

No information has been intentionally omitted from this form.

Item 8 Executive Officers

The name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this report is:

Douglas L. Mason, President & CEO or
Sead Hamzagic, CFO
Telephone: (604) 922-2030

Further information may be obtained from Bruce E. Morley, corporate counsel for the Company, at (604) 922-2030.

Item 9 Date of Report

This report is dated the 27th day of February, 2017.