

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

July 12, 2017

Item 3 News Release

Issued in West Vancouver, B.C. on July 12, 2017 and disseminated through the facilities of Market News, Stockwatch and Newswire.

Item 4 Summary of Material Change

Rainy Mountain reported drilling assay results and provided an exploration update on its optioned Brunswick gold exploration property.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Rainy Mountain reported drilling assay results and provided an exploration update on its optioned gold exploration property (the "Brunswick Property" or "Property") located 140 km south of Timmins, Ontario.

Brunswick Property Exploration Highlights:

- Initial drill assays confirm gold zone down plunge with 3.29 gm Gold (Au) 1.0m
- New 6.6 gm gold zone in pyritic volcanic tuff horizon ("Tuff") at surface with associated Induced Polarization ("IP") anomaly, not yet drilled
- 4.6 km of 4 different shear zones tested under drill program
- Gold indicator pathfinders arsenic-antimony observed in 9 of the 14 holes completed
- Many IP anomalies remain to be drilled
- 5.1 km of strike length still not surveyed on 9.6 km long property
- New sericite schist unit (possible porphyry) found in a fifth shear zone warrants future drilling

As previously announced (see Company's news release dated June 8, 2017), 14 short drill holes were completed (2121m) on four different 2-4 km long shear zones, as well as the original gold showing area on the Brunswick Property adjacent to the Ridout Fault. All of those shear zones consisted of intense iron carbonate (ankerite) alteration with sericite, pyrite, and sections of

laminated quartz with hydromuscovite, fuchite alteration (chrome mica), and sections of silicification and albitization. Intense folding has been observed, and the Company's Qualified Person, Robert Middleton, P.Eng., believes that all four shear zones resemble gold settings found in the Timmins-Porcupine Camp.

The Brunswick Property is 6 miles (9.6 km) long and thus far grid survey lines have covered only a length of 4.5 km, leaving 5.1 km yet to be surveyed with additional lines and geophysics. Favourable structures extend off the grid in both east and west directions which will also require detailed mapping and prospecting. Within the original survey grid, 7 shear zones have now been identified north of the Ridout Fault, but only 5 have been drilled to date.

Drilling Program

The assay results for all of the drill holes have now been received and reviewed by the Company and the Company now has a complete set of Induced Coupled Plasma ("ICP") analysis, which identified the pathfinder elements, such as Arsenic (As), Antimony (Sb), Zinc (Zn), Molybdenum (Mo), Tungsten (W), Copper (Cu), Silver (Ag) and Tellurium (Te). Geochemical maps are being prepared using this data to generate vectors to locate additional mineralization. As a general statement, the original gold showing has a Mo-W pathfinder association, and the major shears have very high As-Sb values in 9 of the 10 holes, and the new discovery described below has a Cu-Te association in pyrite. As a result, it is believed that three geochemical settings occur on the Property.

Four of the shear zones on the western grid were tested by six holes BW17-01 to -06 and all contained anomalous Arsenic (As) up to 1687 ppm, however, only two of the shears had elevated Antimony (Sb) close to laminated quartz with hydromuscovite. There were low anomalous gold values in these holes and the pathfinders suggest possible gold mineralization may occur at depth or along strike from the holes. A fifth IP trend to the north of the four shears has been recently identified and remains untested.

On the eastern grid, four different shears were drilled by drill holes BE17-01, 02, 04, 05, and the gold zone was tested by 4 - 50 m holes (BE17-06 to -09). Several other IP trends remain to be tested. Anomalous As-Sb, was seen in four of the holes, and the highest As value obtained to date (8380 ppm As) was in hole BE17-04. Hole BE17-04 is located 500m south of the original gold showing and had several very anomalous gold values (298 ppb, 113 ppb, 207 ppb, 364 ppb) to the side of the high As value. This hole was testing one IP trend which is over 2.1 km long, and located 400m north of the Ridout Fault. Therefore, the Company intends to conduct further follow up drilling to further test this target.

Original Gold Zone Follow-up

Hole BE17-07 located 50m west of the original gold showing gave the following results. This hole suggests the gold zone plunges west around 45 degrees. Four short 50 m holes were drilled on this zone and additional holes are required on the westward down plunge.

Drill Hole	Interval		Length (metres)	Gold (Au) grams
	From (metres)	To (metres)		
BE17-07				
	32	33	1.0	1.38
	33	34	1.0	3.29
	34	35	1.0	.75
	35	36	1.0	.375
	36	37	1.0	.690
	37	37.9	0.9	.213

Prospecting Program Finds New Targets

During the course of drilling on the east grid, prospecting discovered a fifth shear zone adjacent to the Ridout Fault on the east side of the east grid, which contained sericite schist which may have been a sheared porphyry. Initial plans were to trench this zone, however, it has since been decided to drill a section across the zone to locate parts not observed on surface. Intense carbonate alteration can be seen north of this schist zone.

Prospecting and sampling was also done on the west grid, and a new discovery was made on line 48800E on the east end of a 600m long untested IP trend. The rocks were different than the four shears to the south being a pyrite bearing volcanic Tuff horizon, which is an important rock unit on the Property and similar to host rocks around the original gold showing. One grab sample assayed 6.6 gm Au from this pyrite bearing Tuff with associated copper values. The fault offset of this IP trend appears on the east grid and is untested and is 500m long, leaving a 1.1 km long trend to trench, sample and drill.

The Company intends to complete a follow up program of trenching and drilling on the Brunswick Property.

Core Handling and Assay Preparation

The mineralized sections of the drill holes were split at approximately 1 metre intervals, with one half sent to ALS Canada Inc.'s Timmins, Ontario lab for initial preparation. The remaining core was returned to the core box and stored in a secure core shack located at the Watershed, Ontario (located half way between Timmins and Sudbury on Highway 144, 35 kms from the Property). The gold assaying was completed by ALS Canada Inc. in their North Vancouver facility using a fire assay extraction from a 30 gm sample with ICP finish. The pathfinder elements were read using a 1 gm representative sample with aqua regia digestion and an ICP finish.

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

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 12th day of July, 2017.