

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

August 28, 2017

Item 3 News Release

Issued in West Vancouver, B.C. on August 28, 2017 and disseminated through the facilities of Market News and Stockwatch.

Item 4 Summary of Material Change

Additional trenching and prospecting yields new zones on East and West Grids of the Brunswick Property.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Rainy Mountain announced further exploration results from a trenching program currently underway on its optioned gold exploration property (the "Brunswick Property" or "Property") located 140 km south of Timmins, Ontario.

Additional Brunswick Property Exploration Discoveries:

- New discoveries of 4.05 gm Gold (Au) and 2.56 gm Gold (Au) on West Grid of Property
- New carbonate shear structure extending west of gold showing found by trenching

Rainy Mountain has been undergoing a trenching program on a number of recently identified Induced Polarization ("IP") anomalies (see the Company's news releases of December 12, 2016, May 4 and April 4, 2017) on the East Grid of its Brunswick Property, and as well, carbonate sericite shear zones have been exposed which are associated with these IP anomalies. Samples from these exposed shear zones have been submitted for testing and assays are pending.

As well, 800m west of the original gold showing (on line 49800E), a parallel carbonate zone was found 75m to the north side of a strong IP trend currently being trenched (on line 49000E), which may represent an extension of the original gold structure. This zone has been sampled and assays are also pending.

As part of the current exploration program, the Company has trenched 100m east of drill hole BE04, thus exposing the host carbonate shear which has also been sampled. In addition, several trenches were dug (1,000m and 900m west of drill hole BE04) exposing the shear structures associated with the IP trends.

On the West Grid of the Property, sampling of a new shear structure discovered on line 48500 has identified a number of sulphide bearing structures adjacent to a porphyry and is being traced further by mapping. Also, two grab samples containing 4.05 gm Gold (Au) and 2.56 gm Gold (Au) from a sulphide rich shear zone containing quartz veins have been found on the extension of the

previous discovery of 6.6 gm Gold (Au) grab sample (see the Company's news release of July 12, 2017). This new location is northwest of the previous 6.6 gm Gold (Au) sampling site on a parallel shear zone. All three gold bearing samples have new pathfinder elements, including Bismuth and Tellurium (Bi-Te), with some copper mineralization as well. A separate IP trend (parallel to the shear and roughly 50-75m north), and a much wider structure, may be present which will require further trenching. Porphyry sills, or dikes, also occur along the south side of this shear feature. Access trails for 4-wheel ATV vehicles have been cut to get equipment in to this location (approximately 1,000m from the main logging road).

The current trenching program has highlighted important features that will greatly assist the Company's focus for the next phase of planned drilling. Step out holes to drill hole BE04 and the new carbonate shear are planned, as well as additional drill holes on the shear zones where the new gold discoveries have been identified.

Assay Preparation

Assaying of the grab samples are being completed by ALS Canada in North Vancouver, British Columbia using both MEME41 ICP and Au21 fire assay on a 30 gm sample, with any values exceeding 3.0 gm Gold (Au) to be re-assayed. Sample preparation was done by ALS Canada in Timmins, Ontario.

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. Samples on the west side of the Property were taken by veteran prospector, Mike Tremblay, and trenching and washing was completed by experienced field personnel from Timmins, Ontario, who have assisted Mr. Middleton in the past on exploration and discovery work in both Timmins and Hemlo, Ontario.

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 28th day of August, 2017.