FORM 51 – 102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Rainmaker Mining Corp.
300 – 576 Seymour Street
Vancouver, BC V6B 3K1

2. Date of Material Change

August 7 and August 8, 2013

3. News Release

Press releases dated August 7 and August 8, 2013 were disseminated through Stockwatch and Market News and were filed via SEDAR on the same day respectively.

4. Summary of the Material Change

Rainmaker announces letter of intent to acquire 75% of Iron Nugget Property, Arizona and Private Placements.

5. Full Description of the Material Change

Vancouver, BC – Rainmaker Mining Corp. (the "Company") (TSXV: "RMG") is pleased to announce that it has signed a non-binding letter of intent (the "LOI") with Trueclaim Exploration Inc. ("Trueclaim") (TSXV: "TRM") to acquire up to an undivided 75% interest in the sixty one (61) contiguous mining claims consisting of 494 hectares, that comprise the Iron Nugget Project, located in the Gila County Mining Division, approximately 12.9 kilometres north of Globe, Arizona (the "Property" and the "Transaction" respectively).

The key terms of the LOI contemplate the Company acquiring an undivided 60% interest in the Property by incurring exploration expenditures on the Property in the aggregate amount of $1,000,000 on or prior to the date that is twenty-four (24) months from the closing of the Transaction ("Closing"). The Company may acquire an additional 15% interest in the Property (to hold, upon such acquisition, an aggregate 75% interest), by paying Trueclaim $500,000 for each additional 5% interest, up to an aggregate maximum of 15%, on or prior to the date that is twenty-four (24) months from Closing.

Closing is subject to a number of conditions, including without limitation, the parties completing their respective due diligence, the Company and Trueclaim entering into a definitive agreement on or before August 31, 2013, and the parties obtaining all necessary consents for Closing of the Transaction, including without limitation, approval of the TSX Venture Exchange (the "Exchange"). Pursuant to the terms of the LOI, upon execution of a definitive agreement for the Transaction, the Company will pay a non-refundable deposit of $50,000 to Trueclaim.

The LOI may be terminated at any time by mutual written agreement of the Company and Trueclaim, and shall terminate without further notice in the event that a definitive agreement is not entered into on or before August 31, 2013, any of the conditions for Closing have not been released or waived before the Closing date or such earlier date as may have been agreed to by the parties, or if the Transaction is rejected by the Exchange and all recourse or rights of appeal have been exhausted.

A NI 43-101 technical report with respect to some of the claims comprising the Property was filed by Trueclaim on August 1, 2013 and is available under Trueclaim's SEDAR profile at www.sedar.com. If the parties enter into a definitive agreement and agree to proceed with the Transaction, it is expected that Trueclaim will file an updated independent NI 43-101 technical report with respect to all of the claims comprising the Property.

The Company also wishes to announce that it will undertake a non-brokered private placements to raise up to $1,000,000 and $200,000 by the issue of up to 5,000,000 and 1,000,000 units (each, a "Unit") at a price of $0.20 per Unit (the "Offering"). Each Unit will consist of one common share in the capital of the Company (a "Share") and one transferrable common share purchase warrant (a "Warrant"). Each Warrant is exercisable into one additional Share at a price of $0.30 per Share for a period of 2 years from the closing date of the Offering. The funds raised through the Offering will be used to fulfill the Company's obligations under the LOI and any definitive agreement entered into with respect to the Transaction, to advance the exploration and development of the Property and for general working capital purposes. The board of directors of the Company may, for sound business reasons, reallocate the proceeds of the Offering as it deems appropriate.

All securities distributed pursuant to the Offering will be subject to a hold period expiring four months plus one day following the closing of the Offering. A finder's fee is expected to be paid to an arm's length finder in connection with the Transaction at the maximum rate allowable by Exchange policies.

If the Company enters into a definitive agreement with respect to the Transaction, it is expected that the Transaction will constitute a "Fundamental Acquisition" in accordance with the policies of the Exchange. Both the Transaction and the Offering are subject to Exchange approval.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51 – 102

N/A

7. Omitted Information

N/A

8. Executive Officer

Harvey Smith
President and CEO
Phone: (604) 688-6775
Fax: (604) 688-6995

9. Date of Report

August 16, 2013