

**Form 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Rainmaker Resources Ltd.,

706- 7th Ave. SW, Suite 600  
Calgary, AB T2P 0Z1

and

217-179 Davie Street  
Vancouver, BC V6Z 2Y1

**Item 2: Date of Material Change**

September 10, 2014

**Item 3: News Release**

The Company did disseminate a news release through Marketwire.com on September 12, 2014.

**Item 4: Summary of Material Change**

Rainmaker Resources Ltd. announces termination of Option Agreement

**Item 5: Full Description of Material Change**

**5.1 Full Description of Material Change**

**Sept 12, 2014 Calgary, Alberta - Rainmaker Resources Ltd. (TSX-V: RMG)** ( "Rainmaker") announces that it has elected to terminate its option to acquire a 100% interest in and to the Peace River frac sands project located in north western Alberta.

The decision was made following exploration results from the program undertaken on the claims during the summer.

Rick Patmore stated, "Other attractive opportunities are currently available to the company which have greater potential then the property being relinquished".

**About Rainmaker:**

Rainmaker Resource Ltd., a well-rounded frac sand company, has acquired frac sand assets in Canada and the United States: Jayjay Lake project in north-central Saskatchewan and the Bray Property in Arkansas. Both projects have excellent access to key infrastructure and are close to existing frac sand producers.

Rainmaker is focused on the development, acquisition, and exploration of Western Canadian proppant projects with the goal of being amongst the lowest cost producers. Proppant or frac sands are used in unconventional oil and gas production from tight shale formations. This special sand is used to provide a pathway for hydrocarbons to flow by *propping* open fractures. Wells are being drilled deeper and more hydraulic fractures placed, therefore, the demand for frac sand will continue increasing.

Chris M. Healey, P.Geo, a Director of Rainmaker, is the qualified person responsible for the technical content of this release.

## **5.2 Disclosure for Restructuring Transactions**

N/A

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

N/A

### **Item 7: Omitted Information**

N/A

### **Item 8: Executive Officers**

Rick Patmore – President/CEO; Phone: (403) 540.5757

### **Item 9: Date of Report**

September 12, 2014