

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

ITEM 1: NAME AND ADDRESS OF COMPANY

Rainmaker Resources Ltd.,
3rd Floor Bellevue Center
235 15th Street
West Vancouver, BC

ITEM 2: DATE OF MATERIAL CHANGE

April 9, 2015

ITEM 3: PRESS RELEASE

April 10, 2015

ITEM 4: SUMMARY OF MATERIAL CHANGE

Rainmaker Resources Ltd. Announces Annual General Meeting Results.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

Rainmaker Resources Ltd. (the "Rainmaker") is pleased to announce the voting results from its Annual General Meeting of Shareholders (the "meeting") held on April 9th, 2015.

A total of 6,847,048 common voting shares representing 26.50% of Rainmaker's issued and outstanding shares were voted at the meeting and all votes were cast in favour of all items of business placed before the meeting. As a result, the following were elected as Directors:

1. Chris M. Healey
2. Bev Funston
3. Daniel Caamano

The voting results from all other resolutions provided for in the Information Circular will be filed with the Canadian Securities Regulatory Authorities at www.sedar.com.

The Company further announces that the Board and Executive positions were reorganized at the meeting and following the first meeting of Directors. Chris Healey was appointed Interim President and CEO and Matthew Wright was appointed CFO and Corporate Secretary. The reorganization was necessary due to the unexpected resignations of Ricky (Rick) Dale Patmore and Alan Clifford Young as Corporate Directors and Officers. Those resignations also gave rise to David Horn withdrawing his consent to stand as a nominee to the Board of Directors at the Annual General Meeting. As a result of the resignation Bev Funston agreed to stand for re-election in order to assist Rainmaker in rebuilding its affairs.

The resignations of the Directors and Officers in Calgary prior to the meeting have given rise to Rainmaker's statutory filings of quarterly reports being delayed as the financial affairs of the Company were up to the date of the resignations handled at Mr. Patmore's office in Calgary, AB. The financial records have now been shipped to British Columbia and substantial progress has been made in the preparation of the quarterly statements which the Company expects to be ready for filing within the next 10 days.

In addition Rainmaker is in the process of changing its head office address from 706- 7th Ave. SW, Suite 600 Calgary, AB to 3rd Floor Bellevue Center 235 15th Street West Vancouver, BC.

ITEM 6: RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7: OMITTED INFORMATION

N/A

ITEM 8: EXECUTIVE OFFICERS

Chris M. Healey, Interim President and CEO; 1-604-638-8030

ITEM 9: DATE OF REPORT

April 10, 2015