

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

JRTL CAPITAL CORP.

Suite 2230 – 885 West Georgia Street,
Vancouver, B.C.
V6C 3E8

Telephone: (604) 687-3376

Fax: (604) 687-3119

Item 2. Date of Material Change

November 6, 2009

Item 3. News Release

The date of the press release issued pursuant to Section 7.1 of National Instrument 51-102 with respect to the material change disclosed in this report is **November 6, 2009**. The press release was issued in Vancouver, British Columbia.

Item 4. Summary of Material Change

JRTL Capital Corp. receives conditional approval for its Qualifying Transaction and announces increased private placement financing.

Item 5. Full Description of Material Change

The Company is pleased to announce that it has received conditional approval from the TSX Venture Exchange (the "Exchange") for its qualifying transaction (the "Qualifying Transaction"), the details of which were previously announced by the Company on August 28, 2009.

The Company will acquire a 60% interest in certain mineral claims known as the Swift Katie Property located in the Nelson Mining District, British Columbia, Canada (the "Transaction"), from Valterra Resource Corporation ("Valterra"), consisting of 7,064 hectares located near Salmo, BC in the Nelson Mining District, of the Province of British Columbia. Under the terms of the option agreement entered into with Valterra, the Company can earn a 60% undivided right title and interest in and to the claims by making cash payments to Valterra in the amount of \$155,000.00, issuing a total of 500,000 shares and incurring exploration expenditures on the Property aggregating \$3,000,000 as follows:

Cash Payments

The Company shall pay to Valterra, One Hundred and Fifty-five Thousand (\$155,000.00)

Dollars in accordance with the following schedule:

- (i) Thirty-five Thousand (\$35,000.00) Dollars within three business days of the date that the agreement is accepted for filing by the TSX Venture Exchange (the "Effective Date") and in any event no later than December 15, 2009;
- (ii) Sixty Thousand (\$60,000.00) Dollars on or before December 31, 2010; and
- (iii) Sixty Thousand (\$60,000.00) Dollars on or before December 31, 2011.

Share Issuances

The Company shall issue to Valterra five hundred thousand (500,000) shares in accordance with the following schedule:

- (i) One hundred thousand (100,000) shares within three (3) business days of the Effective Date;
- (ii) One hundred thousand (100,000) shares on or before December 31, 2010;
- (iii) One hundred thousand (100,000) shares on or before December 31, 2011;
- (iv) One hundred thousand (100,000) shares on or before December 31, 2012; and
- (v) One hundred thousand (100,000) shares on or before December 31, 2013.

Work Commitment

The Company shall incur Three Million (\$3,000,000.00) Dollars of exploration expenditures

on the Property in accordance with the following schedule:

- (i) Two Hundred and Fifty Thousand (\$250,000.00) Dollars on or before the first anniversary of the Effective Date;
- (ii) Five Hundred Thousand (\$500,000.00) Dollars on or before the second anniversary of the Effective Date;
- (iii) Seven Hundred and Fifty Thousand (\$750,000.00) Dollars on or before the third anniversary of the Effective Date;
- (iv) Seven Hundred and Fifty Thousand (\$750,000.00) Dollars on or before the fourth anniversary of the Effective Date; and
- (v) Seven Hundred and Fifty Thousand (\$750,000.00) Dollars on or before the fifth anniversary of the Effective Date.

Valterra is responsible for making the remaining payments due pursuant to the Underlying Option Agreement. There are no finders' fees payable in respect of the acquisition.

The Company will also complete its concurrent private placement financing, previously announced on September 25, 2009, immediately after the closing of the Qualifying Transaction. The private placement which was originally proposed to comprise a maximum of 7,500,000 Units, has now been increased to 9,500,000 Units and has been fully subscribed. In the aggregate, the Company will issue 9,500,000 common shares to provide gross proceeds of \$950,000. Each Unit is comprised of one common share at \$0.10 per share and a full warrant which

entitles the holder to acquire one additional common share at a price of \$0.15 for a period of one year.

Proceeds from the placement and existing funds on hand will be applied to costs to complete the Qualifying Transaction, estimated at \$75,000; administrative expenses for a period of twelve months - \$300,000; exploration and development costs on the Swift Katie property (Phase 1) - \$270,000; property option payments - \$35,000; and to unallocated working capital - \$397,000. Finder's fees may be payable on all or a portion of the private placement in accordance with the Exchange's policies. The securities issued to the private placements will be subject to a hold period of 4 months and a day after the closing.

The closing of all the above transactions remains subject to regulatory approval.

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 Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report:

James G. Pettit, Director
Phone: (604) 687-3376

Item 9. Date of Report

November 6, 2009