

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

RT Minerals Corp. (the “**Company**”)  
300 - 555 West Georgia Street  
Randall Building  
Vancouver, BC V6B 1Z6

**Item 2 Date of Material Change**

May 6, 2016

**Item 3 News Release**

A News Release dated May 5, 2016 was disseminated via Canada Stockwatch and filed on SEDAR.

**Item 4 Summary of Material Change**

The Company has consolidated its common shares on a 10:1 basis.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced that, effective at the opening of markets on May 6, 2016, the Company has consolidated its common shares (the “**Shares**”) on the basis of one (1) post-consolidated Share for every ten (10) pre-consolidated Shares held (the “**Consolidation**”). The new CUSIP number will be 74976W401 and the new ISIN number will be CA 74976W4011. The Company’s name and stock symbol will remain unchanged following the Consolidation.

The Consolidation was approved by the board of directors in accordance with the Company’s Articles and has received the approval of the TSX Venture Exchange. No fractional Shares will be issued under the Consolidation as fractional Shares will be rounded to the nearest whole number. The Company currently has 44,876,247 common shares issued and outstanding and immediately following the Consolidation will have approximately 4,487,624 common shares issued and outstanding.

Letters of transmittal with respect to the Consolidation will be mailed shortly to all registered shareholders of the Company. All shareholders who submit a duly completed letter of transmittal along with their respective share certificate(s) representing the pre-consolidated Shares or Direct Registration Advice (if applicable) to the Company’s transfer agent, Computershare Investor Services Inc., will receive a certificate representing the post-consolidated Shares.

**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**

Not applicable.

**Item 8 Executive Officer**

Paul Antoniazzi  
President and Chief Executive Officer

**Item 9 Date of Report**

May 6, 2016