

Form 62-103F1

Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable.

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to the acquisition of 6,000,000 common shares and 7,200,000 warrants in the capital of:

*Rainy Mountain Royalty Corp.
2489 Bellevue Ave.
West Vancouver, BC, V7V 1E1*

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The transaction that triggered the requirement to file this report did not take place on a stock exchange or other market that represents a published market for the securities that are the subject of this report. See item 4.2.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

*Lowell Schmidt (the “Acquiror”)
13240-17A Avenue
Surrey, B.C, V4A 6R9*

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On December 21, 2022, the Acquiror acquired direct ownership of 6,000,000 flow through common shares and 6,000,000 warrants from the Issuer as part of a private placement and a further 1,200,000 common shares as a result of a testamentary disposition (the “Testamentary Warrants”).

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

The 6,000,000 flow through common shares (the "Shares"), which are the subject of this report, represent 23% of the Issuer's current issued and outstanding common shares.

Prior to the transaction that is the subject of this report, the Acquiror held 2,365,000 common shares in the capital of the Issuer, all of which were held directly, representing in aggregate 19.70% of the issued and outstanding common shares of the Issuer and a further 1,100,000 share purchase warrants to acquire common shares of the Issuer (the "Warrants"), all of which were held directly and were subject to a restriction (the "Restrictions") such that the holder may only exercise such number of Warrants as will result in the holder's total shareholdings in the Issuer not exceeding 9.99% of then outstanding common shares, provided that the holder may terminate the agreement under which the restrictions arise by providing 90 days prior written notice of same, along with the prior approval of the TSX Venture Exchange, if required.

The Acquiror now exercises control or direction over an aggregate of 8,365,000 common shares of the Issuer, representing 32.17% of the issued and outstanding common shares of the Issuer, and warrants to acquire 8,300,000 common shares of the Issuer, representing approximately 52.08% of the issued and outstanding shares of the Issuer, on a partially diluted basis assuming the exercise of the convertible securities held by Mr. Schmidt only. The Warrants are no longer subject to the Restrictions.

- 3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

The Acquiror acquired direct ownership and control over 6,000,000 flow through common shares and 7,200,000 warrants that triggered the requirement to file this report.

- 3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

- 3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1 above.

- 3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,

8,365,000 common shares of the Issuer, representing 32.17% of the issued and outstanding common shares of the Issuer, and warrants to acquire 8,300,000 common shares of the Issuer, representing approximately 52.08% of the issued and outstanding shares of the Issuer, on a partially diluted basis assuming the exercise of the convertible securities held by Mr. Schmidt only.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

6,000,000 flow-through shares and 6,000,000 warrants that form part of the subject of this report formed 6,000,000 units (the “Units”) which were issued at a price of \$0.035 per unit for total consideration of \$210,000.

As the Testamentary Warrants were received under a testamentary disposition, no consideration was paid or received.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

The Units were issued directly by the Issuer as part of a private placement. The Testamentary Warrants were transferred under a testamentary disposition. See item 4.1 above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

See Item 4.2 above.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.

In effecting the transaction giving rise to the obligation to file this report, the shares were acquired for investments purposes by the Acquiror.

Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

The Acquiror will evaluate his investment in the Issuer and will increase or decrease his investment by future acquisitions or dispositions of securities of the Issuer, at the discretion of the Acquiror, as circumstances warrant. As of the date of this report, the Acquiror has no immediate future intention to acquire additional securities of the Issuer or to dispose of securities of the Issuer that he beneficially owns or over which he exercises control or direction.

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

As of the date of this report, the Acquiror is not aware of any plans nor has any future intentions which would related to or result in an event referred to in items (b)-(k) of this Item 5.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the acquiror, certify, to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: December 22, 2022

“Lowell Schmidt”
Signature

Lowell Schmidt
Name/Title