

**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**

September 7, 2018

**Item 3 News Release**

A News Release dated September 7, 2018 was disseminated via Canada Stockwatch and filed on SEDAR.

**Item 4 Summary of Material Change**

The Company announced the closing of final tranche of financing.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced that, further to its news releases of August 31, 2018 and July 17, 2018, the Company has closed the final tranche of a private placement to raise additional gross proceeds of \$180,000 (the “Final Tranche”) through the sale of 3,000,000 units priced at \$0.06 (the “Units”). Each Unit consists of one common share and one share purchase warrant exercisable into one further common share at a price of \$0.08 for a term of two years.

All securities issued in the Final Tranche are subject to a hold period expiring January 8, 2019.

The proceeds from the Offering will be used for general working capital. Pro Group members purchased 525,000 Units. Finder’s fees of 5% cash (\$9,000) and 5% finder’s shares priced at \$0.06 (150,000 common shares) were paid to a registered representative in connection with the Final Tranche.

**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**

Donald M. Clark  
President and Chief Executive Officer  
Tel: 604-681-3170

**Item 9          Date of Report**

September 10, 2018