

Form 62-103F1

Required Disclosure under the Early Warning Requirements

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.

Common shares (each, a “**Share**”) and share purchase warrants (each, a “**Warrant**”) of RT Minerals Corp. (the “**Issuer**”), head office located at 1100 – 595 Howe Street, Vancouver, BC V6C 2T5.

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.

TSX Venture Exchange / Not Applicable

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Donald M. Clark (the “**Acquiror**”)
1100 – 595 Howe Street
Vancouver, BC V6C 2T5

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 August 20, 2020, the Acquiror sold 325,000 Shares through the public market at a price of \$0.06 per Share.

On August 31, 2020, the Issuer issued 587,000 Shares from treasury that diluted the Acquiror’s securityholding percentage.

On August 31, 2020, 1,575,000 Warrants held by the Acquiror expired unexercised.

On September 1, 2020, the Issuer issued 21,791,500 Shares from treasury that diluted the Acquiror’s securityholding percentage.

On September 1, 2020, the Acquiror exercised 1,453,650 Warrants to acquire 1,453,650 Shares at a price of \$0.05 per Share, and the Acquiror no longer held any 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.

325,000 Shares were disposed by the Acquiror on August 20, 2020. The Acquiror's securityholding percentage in the Shares was changed from 19.88% to 17.97% or approximately 19.99% assuming exercise of approximately 430,000 Warrants held by the Acquiror.

1,575,000 Warrants held by the Acquiror expired unexercised on August 31, 2020.

1,453,650 Warrants held by the Acquiror were exercised on September 1, 2020.

1,453,650 Shares were acquired by the Acquiror on September 1, 2020. The Acquiror's securityholding percentage in the Shares was changed from 17.97% to 11.45%.

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 disposed of 325,000 Shares and acquired ownership of 1,453,650 Shares.

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.

Prior to the transaction, the Acquiror owned and controlled 3,377,400 Shares representing 19.88% of the then issued and outstanding Shares of the Issuer based on a total of 16,988,963 Shares outstanding as of August 19, 2020; or 3,400,400 Shares of the Issuer representing approximately 19.99% of the outstanding shares assuming exercise of 23,000 warrants held by the Acquiror.

Subsequent to the disposition on August 20, 2020, the Acquiror owned and controlled 3,052,400 Shares representing 17.97% of the then issued and outstanding Shares of the Issuer based on a total of 16,988,963 Shares outstanding as of August 20, 2020; or 3,482,400 Shares of the Issuer representing approximately 19.99% of the outstanding shares assuming exercise of 430,000 warrants held by the Acquiror.

Subsequent to the acquisition on September 1, 2020, the Acquiror owned and controlled 4,506,050 Shares representing 11.45% of the then issued and outstanding Shares of the Issuer based on a total of 39,367,463 Common Shares outstanding as of September 1, 2020.

All of the Warrants previously held were exercisable on 61 days notice should their exercise result in the Acquiror beneficially owning over 20% of the outstanding shares of

the Issuer, and the underlying shares were not deemed to be beneficially owned by the Acquiror.

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

The Acquiror has ownership and control over the 4,506,050 Shares.

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.

The 325,000 Shares disposed of by the Acquiror were disposed on the public market at a price of \$0.06 per Share or a total of \$19,500.

The 1,453,650 Shares acquired by the Acquiror were acquired from the Issuer at a price of \$0.05 per Share or a total of \$72,682.50.

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.

Not applicable.

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

Not applicable

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. 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;**
- (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.

See section 2.2 above. The Acquiror disposed of and acquired the Shares for investment purposes. The Acquiror may acquire or dispose of further shares in the future but has no current plans to do so.

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

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an 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.

Dated this 4th day of September, 2020.

“Donald M. Clark”

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