

Form 51-102F3
MATERIAL CHANGE REPORT

1. **Name and address of the Company.**

ROYAL COAL CORP. (the "Company" or "Royal Coal")
70 York Street, Suite 1410
Toronto, ON M5J 1S9

2. **Date of Material Change.**

May 9, 2012

3. **News Release.**

A press release disclosing the material change was released on May 9, 2012, through the facilities of Marketwire.

4. **Summary of Material Change.**

The Company announced that it has received the resignations of the following directors: Scott Hand, John Ellis, James Ladner, Michael Rousseau, Dino Titano and Elia Crespo. The Company has also received the resignation of Mr. Robert Heuler as Chief Executive Officer of the Company.

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

5. **Full Description of Material Change.**

A full description of the material change is contained under Item 4.

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102.**

The report is not being filed on a confidential basis.

7. **Omitted Information.**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

Thomas Griffis, Chairman.

9. **Date of Report.**

This report is dated at Toronto, this 9th day of May, 2012.

ROYAL COAL CORP.

Per: "Tom Griffis"
Thomas Griffis, Chairman



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Schedule A

ROYAL COAL ANNOUNCES BOARD AND CEO RESIGNATIONS

TORONTO, ONTARIO, May 9, 2012 (Marketwire) -- Royal Coal Corp. ("Royal Coal" or the "Company") (TSX VENTURE:RDA) (FRANKFURT:RLC) announces that it has received the resignations of the following directors: Scott Hand, John Ellis, James Ladner, Michael Rousseau, Dino Titaro and Elia Crespo. The Company has also received the resignation of Mr. Robert Heuler as Chief Executive Officer of the Company.

The Company would like to thank Messrs. Heuler, Hand, Ellis, Ladner, Rousseau and Titaro and Ms. Crespo for their dedicated service to the Company throughout a very challenging period.

For further information contact Tom Griffis, Chairman of Royal Coal, at (416) 861-8775.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.