

Form 51-102F3
MATERIAL CHANGE REPORT

1. Name and address of the Company.

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

2. Date of Material Change.

April 11, 2011

3. News Release.

A press release disclosing the material change was released on April 11, 2011, through the facilities of Marketwire.

4. Summary of Material Change.

The Company announced that it has obtained a receipt for its final prospectus filed in the Provinces of British Columbia, Alberta, Manitoba and Ontario. The prospectus qualifies for distribution 138,000,000 common shares (the "Common Shares") of the Company and 69,000,000 common share purchase warrants (the "Warrants") of the Company issuable upon the automatic exercise of 138,000,000 previously issued special warrants (the "Special Warrants") of the Company. Each Warrant will entitle the holder to acquire one Common Share at a price of \$0.335 until February 23, 2013. As previously announced, the Special Warrants were issued by way of a private placement through a syndicate of agents led by Cormark Securities Ltd. and including Haywood Securities Inc. and Northern Securities Inc. which closed on February 23, 2011 at a price of \$0.25 per Special Warrant, resulting in gross proceeds to the Company of approximately \$34.5 million.

The Company also announced that the TSX Venture Exchange has approved the listing of the Common Shares distributed under the prospectus and the Common Shares issuable upon the exercise of the Warrants. The Company has also applied to list the Warrants distributed under the prospectus. Listing of the Warrants will be subject to the Company fulfilling all of the listing requirements of the TSXV.

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 12th day of April, 2011.

ROYAL COAL CORP.

Per: "Tom Griffis"
Thomas Griffis, Chairman



ROYAL COAL CORP.
27 GERRARD STREET SOUTH, 11th FLOOR
TORONTO, ONTARIO M5E 1B4
CANADA
PH: 416-461-8177
FX: 416-467-3330
WWW.ROYALCOAL.COM

ROYAL COAL OBTAINS RECEIPT FOR FINAL PROSPECTUS

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR RELEASE, PUBLICATION, DISTRIBUTION OR DISSEMINATION DIRECTLY, OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES.

Toronto, Ontario – April 11, 2011 – Royal Coal Corp. (TSX VENTURE:RDA) (FRANKFURT:RLC) (“Royal Coal” or the “Company”) announces that it has obtained a receipt for its final prospectus filed in the Provinces of British Columbia, Alberta, Manitoba and Ontario. The prospectus qualifies for distribution 138,000,000 common shares (the “Common Shares”) of the Company and 69,000,000 common share purchase warrants (the “Warrants”) of the Company issuable upon the automatic exercise of 138,000,000 previously issued special warrants (the “Special Warrants”) of the Company. Each Warrant will entitle the holder to acquire one Common Share at a price of \$0.335 until February 23, 2013. As previously announced, the Special Warrants were issued by way of a private placement through a syndicate of agents led by Cormark Securities Ltd. and including Haywood Securities Inc. and Northern Securities Inc. which closed on February 23, 2011 at a price of \$0.25 per Special Warrant, resulting in gross proceeds to the Company of approximately \$34.5 million.

The TSX Venture Exchange has approved the listing of the Common Shares distributed under the prospectus and the Common Shares issuable upon the exercise of the Warrants. The Company has also applied to list the Warrants distributed under the prospectus. Listing of the Warrants will be subject to the Company fulfilling all of the listing requirements of the TSXV.

The securities offered have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.



ROYAL COAL CORP.
100 YORK STREET, SUITE 1100
TORONTO, ONTARIO
M5E 1S9
PH: (416) 867-8775
FX: (416) 867-8337
WWW.ROYALCOAL.COM

About Royal Coal

Royal Coal is a coal exploration and production company, headquartered in Toronto, Ontario, Canada with a regional office in Hazard, Kentucky, U.S.A. whose primary business focus is developing producing surface coal mining operations in the Central Appalachian coal producing region of the United States, which includes parts of West Virginia, Virginia, Kentucky, Ohio, and Tennessee.

For further information contact Tom Griffis, Chairman of Royal Coal, at (416) 861-8775 or Richard Buzbuzian, Investor Relations, at (647) 501-3290.

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.