

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Royal Coal Corp.
100 King Street West, Suite 5600
P.O. Box 270
Toronto, ON M5X 1C9

2. Date of Material Change

September 9, 2022 and September 14, 2022

3. News Release

Press releases disclosing the material changes were released on September 9, 2022 and September 14, 2022, through the facilities of Newsfile Corp.

4. Summary of Material Change

On September 9, 2022, the Company entered into a settlement agreement (the “**Settlement Agreement**”) with Sandstorm Metals & Energy (US) Inc. and Sandstorm Gold Inc. (collectively, “**Sandstorm**”) to settle all outstanding debt owed by the Company to Sandstorm.

On September 14, 2022, the Company closed a non-brokered private placement through the issuance of 9,900,000 common shares (the “**Common Shares**”) in the capital of the Company at a price of \$0.05 per Common Share for gross proceeds of \$495,000. (the “**Offering**”).

5. Full Description of Material Change

Pursuant to the Settlement Agreement, the Company issued an aggregate of 5,900,000 common shares to Sandstorm.

Pursuant to the Offering, the Company issued 9,900,000 Common Shares at a price of \$0.05 per Common Share for gross proceeds of \$495,000.

In connection with the Offering, the Company paid certain eligible finders (the “**Finders**”) aggregate cash commissions of \$45,500.

All securities issued in connection with the Offering are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

6. Reliance on subsection 7.1(2) 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

For further information, contact Nicholas Konkin at (416) 642-1807 ext 305.

9. Date of Report

This report is dated at Toronto, this 20th of September, 2022.

Cautionary Statement Regarding Forward-Looking Information

This material change report contains certain “forward-looking information” within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “would”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur. These statements are only predictions. Forwardlooking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company’s Management’s Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management’s estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.