

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

**Item 1 Name and Address of Company**

Rara Terra Minerals Corp. (the “**Company**”)  
Suite 830 - 1100 Melville Street  
Vancouver, BC V6E 4A6

**Item 2 Date of Material Change**

November 16, 2012

**Item 3 News Release**

News Release dated November 16, 2012 was disseminated via CNW.

**Item 4 Summary of Material Change**

On November 16, 2012, the Company announced that it has acquired a 75% working interest in certain oil and gas leases in Trego County, Kansas for payment of \$393,750. The Company has acquired the interest in an effort to enhance shareholder value over the winter while seasonal factors prevent the Company from pursuing exploration activities at its mineral projects in British Columbia.

In conjunction with the Trego County project, a finder’s fee equal to 370,313 shares, at a deemed issue price of \$0.10 per share, was paid in connection with the acquisition.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

See attached news releases.

*5.2 Disclosure for Restructuring Transactions*

N/A

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

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Alexander Helmelt, President and CEO (604) 638-7363

**Item 9 Date of Report**

November 26, 2012

## **Rara Terra Acquires Interest in Oil & Gas Leases**

*Also Provides Update on Xeno Property*

**Trading Symbol: RTX - (TSX.V)**

VANCOUVER, Nov. 16, 2012 /CNW/ - Rara Terra Minerals Corp. (“Rara Terra” or the “Company”) today announces that it has acquired a 75% working interest in certain oil and gas leases in Trego County, Kansas for payment of \$393,750. The Company has acquired the interest in an effort to enhance shareholder value over the winter while seasonal factors prevent the Company from pursuing exploration activities at its mineral projects in British Columbia.

To that end, the Company is waiting for independent evaluation of its recently completed geophysical surveys at its Xeno Rare Earth project in the Kechika River region of Northern British Columbia. Preliminary assessment of the surveys leads management to believe that there are numerous geophysical anomalies on the Xeno property meritorious of geochemical followup next summer. Primary drill targets on the Xeno property will be determined after combining all geophysical and geochemical data.

In conjunction with the Trego County project, a finder’s fee equal to 370,313 shares, at a deemed issue price of \$0.10 per share, was paid in connection with the acquisition.

### **Qualified Person**

Rara Terra’s qualified person, Robert Friesen, PGeo, has read and approved the technical disclosure contained in this news release.

### **About The Trego County Oil and Gas Project**

The Trego County Oil and Gas Project is an offset drilling opportunity. The prospect acreage is located in NW/4 of Section 26 11S 22W within Trego County, Kansas and is situated on a structural feature that is high to offset acreage 0.5 miles to the west (5 producing wells) and on strike with a new productive well drilled 0.5 miles to the east. Rara Terra has a 75% percent working interest before payout (60% net revenue interest) and a 56.25% working interest (45% net revenue interest) after payout.

### **About Rara Terra Minerals Corp.**

Rara Terra is a Canadian mineral exploration and development company focussed on Rare Earth Elements (REEs). Rara Terra is seeking to identify and develop REE deposits characterized by less common mineralization. These unique deposits will bear those specific REEs that are widely agreed to have the strongest mid to long term technological relevance and sustainable economic value.

Due to significant challenges in the REE arena, Rara Terra has been assessing other opportunities to create shareholder value. With that said, Rara Terra remains optimistic that REE deposits with high grades of heavy rare earths or unusual distributions of rare earth will have continued value for the foreseeable future.

### **ON BEHALF OF THE BOARD**

#### **RARA TERRA MINERALS CORP.**

Per: “Alexander Helmelt”

Alexander Helmelt  
CEO

*Neither the 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 news release.*

Disclaimer for Forward-Looking Information

Certain statements in this release are forward-looking statements, which reflect the expectations of management regarding Rara Terra Minerals Corp. Forwardlooking statements consist of statements that are not purely historical, including but not limited to, any statements regarding beliefs, plans, expectations concerning timing and success of exploration activities generally, government regulation of exploration and mining operations, indications and benefits of exploration, drilling test work and engineering assessments, environmental risks, title disputes or claims, the Company's intention to raise additional capital and financing, and expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them.

SOURCE: Rara Terra Minerals Corp.

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**For further information:**

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[www.raraterra.com](http://www.raraterra.com)