

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

State the full name and address of your company and the address of its principal office in Canada.

RARA TERRA CAPITAL CORP. (the “Company”)
Suite 1160 – 1100 Melville Street
Vancouver, BC V6E 4A6
Phone: (604) 638-7363

Item 2. Date of Material Change

State the date of the material change.

February 10, 2011

Item 3. News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

February 10, 2011

The press release relating to this material change was distributed and filed by, Marketnews Publishing, Inc. and Stockwatch Canada on February 10, 2011.

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

The company announced updates to its December 1, 2010 news Release:

1. The Lonnie Property

On January 31, 2011, the company executed a Definitive Agreement with American Manganese Inc. to acquire up to 60% of the right, title and interest of American Manganese in the Lonnie property, a 1605 hectare niobium and rare earth property located in the Omineca Mining Division of British Columbia (the “Transaction”).

2. 43-101 Report on the Lonnie Property

The company engaged Norm Tribe, P. Eng., of geological consulting firm N. Tribe & Associates Ltd., for the purpose of preparing a report in accordance with National Instrument 43-101 (“NI 43-101”) with respect to the Property. The Company received Mr. Tribe’s draft 43-101 report on December 15, 2011. The report included a proposed work program and budget for the exploration and development of the Lonnie Property. Mr. Tribe has recommended an exploration program including radiometric/magnetic surveying, trenching and drilling at an estimated cost of \$499,800. It is anticipated that the Company will be able to cover the costs of this program with its existing resources and the funds obtained through a proposed private placement, as more particularly described below, but, should the actual amounts be greater than anticipated, the Company may need to obtain further financing.

3. Proposed Financing

The Transaction closing is subject to the condition that the Company complete a financing that raises minimum gross proceeds of \$2,000,000. The proposed financing will consist of the issuance of 6,800,000 non-flow-through units at a price of \$0.25 per unit and 1,000,000 flow-through units at a price of \$0.30 per

flow-through unit. The Company has reserved the right to complete a maximum financing of gross proceeds of \$2,950,000. The maximum financing, if subscribed, would consist of the issuance of up to 10,000,000 non-flow-through units at a price of \$0.25 per non-flow-through unit and up to 1,500,000 flow-through units at a price of \$0.30 per flow-through unit.

4. Secondary Transaction – Purchase of the Las Chacras Property

In its December 1, 2010 news release, the Company stated that the acquisition of the Las Chacras property from Golden Santa Cruz S.A. (“GSC”), an Argentine Corporation, would occur contemporaneous with the QT. The Company remains committed to acquiring GSC’s 100% of the right, title and interest in the Las Chacras property but the Company now believes that the closing of the acquisition will occur subsequent to the QT.

Item 5. Full Description of Material Change

Supplement the summary required under Item 4 with the disclosure that should be sufficient disclosure to enable a reader to appreciate the significance and impact of the material change without having to refer to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

Some examples of significant facts relating to the material change include: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the issuer or its subsidiaries. Specific financial forecasts would not normally be required. Other additional disclosure may be appropriate depending on the particular situation.

For a full description of the material change, see Schedule “A”.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

If this report is being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102, state the reasons for that reliance.

Not applicable.

Instruction:

Refer to subsections 7.1(5) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

In a separate letter to the applicable regulator or securities regulatory authority marked “Confidential” provide the reasons for your company’s omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulatory or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

Not applicable.

Instruction:

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but section 85 of the Act will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

Item 8. Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or an officer through whom the executive officer may be contacted.

*Alexander Helmel
President and Chief Executive Officer
(604) 681-7822*

Item 9. Date of Report

DATED at Vancouver, British Columbia this 10th day of February, 2011.

Schedule "A"

RARA TERRA CAPITAL CORPORATION

Suite 1160 - 1100 Melville Street
Vancouver, BC V6E 4A6
Tel: (604) 681-7822 Fax: (604) 628-9875

February 10, 2011

Trading Symbol: RTX.P – (TSX.V)

Vancouver, British Columbia. Rara Terra Capital Corp. (TSX-V:RTX.P) ("Rara Terra" or the "Company") was incorporated under the provisions of the Business Corporations Act (British Columbia) on December 17, 2009, and is a "capital pool company" as defined in the CPC Policy. To date, Rara Terra has been engaged in the business of identifying a qualifying transaction ("QT"). The Company today announces as an update to its December 1, 2010 news release:

1. The Lonnie Property

On January 31, 2011, Rara Terra executed a Definitive Agreement (the "Definitive Agreement") with American Manganese Inc. (TSX-V: AMY) ("American Manganese") to acquire up to 60% of the right, title and interest of American Manganese in the Lonnie property (the "Lonnie Property" or the "Property"), a 1605 hectare niobium and rare earth property located in the Omineca Mining Division of British Columbia (the "Transaction").

The Transaction is subject to the approval of the TSX Venture Exchange (the "Exchange") and is intended to constitute Rara Terra's QT as defined in Exchange Policy 2.4 concerning capital pool companies (the "CPC Policy"). In addition to approval from the Exchange, the closing of the Transaction is contingent on the Company raising a minimum of \$2,000,000.

As consideration for the acquisition of the interest in the Lonnie Property, Rara Terra has agreed to pay American Manganese a cash payment of \$60,000 and issue it 285,000 common shares of the Company over the three year term of the Definitive Agreement.

Rara Terra has committed to incur exploration expenditures totaling \$500,000 over the three year term of the Definitive Agreement.

Subject to the approval of the Exchange, a finder's fee will be paid to each of David Heyman and Nick Horsley, who are arm's length parties to the Company and American Manganese, in connection with the Transaction. The finder's fee payable to each of Mr. Heyman and Mr. Horsley is expected to consist of a total cash payment of \$3,000 and the issuance of a total of 15,000 Shares of the Company.

2. 43-101 Report on the Lonnie Property

Rara Terra engaged Norm Tribe, P. Eng., of geological consulting firm N. Tribe & Associates Ltd., for the purpose of preparing a report in accordance with National Instrument 43-101 ("NI 43-101") with respect to the Property. The Company received Mr. Tribe's draft 43-101 report on December 15, 2011. The report included a proposed work program and budget for the exploration and development of the Lonnie Property. Mr. Tribe has recommended an exploration program including radiometric/magnetic surveying, trenching and drilling at an estimated cost of \$499,800. It is anticipated that the Company will be able to cover the costs of this program with its existing resources and the funds obtained through a proposed private placement, as more particularly described below, but, should the actual amounts be greater than anticipated, the Company may need to obtain further financing.

3. Proposed Financing

The Transaction closing is subject to the condition that the Company complete a financing that raises minimum gross proceeds of \$2,000,000. The proposed financing will consist of the

issuance of 6,800,000 non-flow-through units at a price of \$0.25 per unit and 1,000,000 flow-through units at a price of \$0.30 per flow-through unit. The Company has reserved the right to complete a maximum financing of gross proceeds of \$2,950,000. The maximum financing, if subscribed, would consist of the issuance of up to 10,000,000 non-flow-through units at a price of \$0.25 per non-flow-through unit and up to 1,500,000 flow-through units at a price of \$0.30 per flow-through unit.

Each flow-through unit will consist of one flow-through share, and one half of one warrant, with each whole warrant entitling the holder to purchase one share at an exercise price of \$0.39 per share for 18 months from the closing of the financing. Each unit will consist of one share and one half of one warrant, with each whole warrant entitling the holder thereof to purchase one share at an exercise price of \$0.39 per share for 18 months from the closing of the financing. Finder's fees may be payable in connection with the closing of the financing.

A portion of the financing, being the brokered financing portion, will be brokered by Global Securities. All warrants comprising the non-flow-through units sold pursuant to the brokered financing portion will be subject to a right of call of the Company in the event that the trading price of the shares on the Exchange closes at over \$0.78 for 10 consecutive trading days. It is expected that compensation payable to the Global Securities will consist of a cash commission equal to 8% of the aggregate gross proceeds from the brokered financing portion. Global Securities will also be granted warrants equaling 8% of the aggregate number of the brokered financing portion shares issued. The Company will also pay Global Securities a non-refundable corporate finance fee and the Global Securities legal fees, disbursements, taxes and any other reasonable expenses. The Agent's corporate finance fee may be increased if extraordinary time and effort are required to be expended to complete the brokered financing portion or Global Securities' due diligence. The Company shall grant the Agent a right of first refusal as agent or underwriter for any future public offerings or brokered private placements undertaken by the Company for a period of twelve (12) months from the closing of the Financing.

The Company intends to use the proceeds of the private placement to fund the acquisition costs of the proposed QT, to finance the work program as detailed in the NI 43-101 report, and to finance the general working capital expenses of the resulting issuer upon completion of the QT.

The securities issued in the Financing will be legended with a "hold period" in accordance with applicable securities laws and, if required, the policies of the Exchange.

4. Secondary Transaction – Purchase of the Las Chacras Property

In its December 1, 2010 news release, the Company stated that the acquisition of the Las Chacras property from Golden Santa Cruz S.A. ("GSC"), an Argentine Corporation, would occur contemporaneous with the QT. Rara Terra remains committed to acquiring GSC's 100% of the right, title and interest in the Las Chacras property (the "Las Chacras Property") but the Company now believes that the closing of the acquisition will occur subsequent to the QT.

As consideration the Company will make a cash payment of \$25,000 and the issuance of 3,000,000 Shares to GSC, which Shares shall be subject to milestone-driven release conditions and subsequently an escrow agreement to be entered into between Rara Terra, GSC's principals and an escrow agent to be selected by Rara Terra.

The Las Chacras Property is located in the Sierra Pampeanas range in the province of San Luis in the west of Argentina. The Las Chacras Property is prospective for rare earth elements and is proximal to the Rodeo de Los Molles REE property currently under option by Wealth Minerals Ltd. (TSX-Venture: WML).

Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot

close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed on the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

Global Securities Inc. may be retained as a sponsor in connection with the proposed Transaction. An agreement to sponsor should not be construed as any assurance with respect to the merits of the Transaction or its likely completion.

The shares of the Company will remain halted until the Exchange authorizes a reinstatement of trading.

ON BEHALF OF THE BOARD

RARA TERRA CAPITAL CORP.

Per: "Alexander Helmel"
Alexander Helmel
President, CEO and Director

For further information, please contact:

Rara Terra Capital Corp.
Alexander Helmel, President and CEO
Phone: (604) 681-7822

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's proposed QT. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, 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.