

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Rara Terra Minerals Corp. (the "Company")
PO Box 43
1100 Melville Street
Vancouver, BC V6E 4A6

Item 2 Date of Material Change

June 28, 2011 and July 12, 2011

Item 3 News Release

June 28, 2011 and July 12, 2011.

Item 4 Summary of Material Change

On June 28, 2011, the Company announced that it elected to exercise its right to terminate Chris Ecclestone's positions as Chief Executive Officer and President and accepted the resignation of Chris Ecclestone as a director of the Company.

On July 12, 2011, the Company announced that it had completed the acquisition of a 100% interest in two contiguous properties, covering approximately 7,125 hectares, located in the Kechika River-Terminus Mountain area, Liard Mining Division, Northern British Columbia, and also completed the acquisition of an additional 841 hectares in the south-eastern portion of the Xeno Property.

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

July 14, 2011

RARA TERRA MINERALS - BOARD OF DIRECTORS AND MANAGEMENT CHANGES

VANCOUVER, June 28, 2011 /CNW/ - Rara Terra Minerals Corp. ("Rara Terra" or "the Company"), wishes to announce that it has elected to exercise its right to terminate Christopher Ecclestone's positions as Chief Executive Officer and President of the Company, effective immediately. Rara Terra has also accepted the resignation of Mr. Ecclestone as Director of the Company, effective immediately.

Alexander Helmel will resume his prior roles as Chief Executive Officer and President, effective immediately.

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.

ON BEHALF OF THE BOARD

RARA TERRA MINERALS CORP.

Per: "Fraser Atkinson"

Fraser Atkinson

Chairman and Director

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. 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.

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For further information:

Rara Terra Minerals Corp.

Fraser Atkinson

Phone: (804) 220-8048

www.raraterra.com

CO: Rara Terra Minerals Corp.

CNW 17:51e 28-JUN-11

Rara Terra Minerals finalizes acquisition of rare earth properties in northern British Columbia

Trading Symbol: TSX-V: RTX

VANCOUVER, July 12, 2011 /CNW/ - Rara Terra Minerals Corp. ("Rara Terra" or "the Company") is pleased to announce that it has received TSX Venture Exchange approval for the two contiguous property acquisitions announced on June 16, 2011 - namely the 100% acquisition of 7,124.6 hectares situated in the Kechika River-Terminus Mountain area, Liard Mining Division, Northern British Columbia on N.T.S. map areas 94L-11W1/2 and 94L-12E1/2 (approximately 58° 43' N. Lat. and 127° 32' W. Long) (the "Acquisition" or "Xeno Property").

Since completion of the Acquisition, Rara Terra has claimed an additional 841.3 hectares in the southeastern portion of the Xeno Property bringing its total land package to 7,966 hectares.

It is Rara Terra's intention to aggressively explore the Xeno Property for Rare Earth Elements ("REEs") as the regional geology hosts a suite of alkaline igneous rocks consisting of syenites, carbonatites and various other alkaline diatremes that have historical surface assays indicating the potential for the discovery of substantial REE mineralization.

Rara Terra's CEO, Alexander Helm, stated: "Now that we have completed this acquisition we can formalize its first phase of exploration; accordingly, we have a number of vendors bidding on airborne geophysical/radiometric surveys in addition to comprehensive geochemical ground programs."

Terms of the Acquisition

The total price of the Acquisition is \$153,000 and 365,000 common shares of the Company to be paid over a two year period.

There were no finder's fees associated with the Acquisition.

One of the sellers, David A. Heyman, was granted a 0.5% net smelter return royalty (the "NSR Royalty") with respect to production from his former claims to be payable following commencement of commercial production. The NSR Royalty may be repurchased by Rara Terra, or its permitted assign, by paying \$250,000 to Mr. Heyman.

See map on Rara Terra's website: <http://www.raratererra.com/news/supportdocs/xenoclaimmap.pdf>

Qualified Person

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

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ON BEHALF OF THE BOARD

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For further information:

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