

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Rheingold Exploration Corp.
128 Dunsmuir Street
Vancouver, BC V6B 1X7

2. Date of Material Change

May 11, 2015

3. News Release

The news release announcing the material change was disseminated on May 12, 2015, through Newsfile Corp. The news release was also filed with the British Columbia, Nova Scotia and Ontario Securities Commissions on SEDAR.

4. Summary of Material Change

Rheingold Exploration Corp. has closed its previously announced non-brokered private placement equity financing. Under the financing, the Company issued 2,000,000 units at a price of \$0.05 per unit for gross proceeds of up to \$100,000. Each unit is comprised of one common share of the Company and one common share purchase warrant exercisable for two years for an additional share at a price of \$0.10. The securities issued under the financing are subject to a four month hold period which will expire on September 12, 2015.

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

Not applicable.

7. Omitted Information

No information has been intentionally omitted from this material change report.

8. Executive Officer

Paul Pedersen, CEO
604-347-9160

9. Date of Report

May 12, 2015

RHEINGOLD EXPLORATION CORP. CLOSES PRIVATE PLACEMENT FINANCING

May 12, 2015 – Rheingold Exploration Corp. (the “**Company**”) (CSE: RGE) announced that it has closed its previously announced non-brokered private placement equity financing. Under the financing, the Company issued 2,000,000 units at a price of \$0.05 per unit for gross proceeds of up to \$100,000. Each unit is comprised of one common share of the Company and one common share purchase warrant exercisable for two years for an additional share at a price of \$0.10. The securities issued under the financing are subject to a four month hold period which will expire on September 12, 2015.

The Company intends to use the proceeds of the financing for general working capital.

Additional details regarding the financing can be found in the Form 9 filed in accordance with the rules of the Canadian Securities Exchange, a copy of which is accessible at www.cnsx.ca under the Company’s profile.

About the Company

Rheingold Exploration Corp. is a Vancouver-based mineral exploration company currently focused on the exploration and development of its Pattullo Property located in the Rainy River district of Northwestern Ontario. For further information, please refer to the Company’s filings on SEDAR (www.sedar.com) or contact the Company by email at info@rheingold.ca or by telephone at 604.347.9160.

ON BEHALF OF THE BOARD

“Paul Pedersen”

Paul Pedersen, President and CEO

Forward-looking statements

This release may contain certain forward-looking statements with respect to the financial condition, results of operations and business of the Company and certain of the plans and objectives of the Company with respect to the same. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future and there are many factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements.

THE CSE DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.