

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

RAIN CITY RESOURCES INC.

200 – 551 Howe Street,
Vancouver, BC V6C 2C2

Item 2. Date of Material Change

August 20, 2020

Item 3. News Release

The news release was issued on August 20, 2020 and was disseminated by Stockwatch.

Item 4. Summary of Material Change

On August 20, 2020, Rain City Resources Inc. (the “Company”) announces the appointment of Christopher Reynolds to the board of directors, Bryce Clark as the Company’s new Chief Financial Officer and the resignation of Roman Rubin as director and CFO of the Company.

Item 5. Full Description of Material Change

Rain City Resources Inc. (“Rain City” or the “Company”) announced the appointment of Christopher Reynolds to the board of directors as well as Bryce Clark as the Company’s new Chief Financial Officer.

The Company also announces the resignation of Roman Rubin from the board of directors and as the Company’s former CFO.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Chief Executive Officer
Richard Penn

Item 9. Date of Report

August 20, 2020