

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Rain City Resources Inc.
142 – 757 West Hastings Street,
Vancouver, BC V6C 1A1

Item 2. Date of Material Change

April 24, 2024

Item 3. News Release

The news release was disseminated by Stockwatch on April 24, 2024.

Item 4. Summary of Material Change

Rain City Resources Inc. (the “Company”) announced share issuances for debt settlement and property purchase.

Item 5. Full Description of Material Change

The Company announced that that it has closed its previously announced debt settlements (see press release dated April 12, 2024). The Company settled outstanding indebtedness of \$136,175 in exchange for an aggregate of 2,723,500 common shares of the Company at a price of \$0.05 per common share. This debt settlement included outstanding indebtedness of \$59,625 owing to related parties.

The Company also announced that it has issued 10,000,000 common shares at a price of \$0.10 per share to 1459988 BC Ltd., being the final anniversary payment under its Bro Property Purchase Agreement.

The shares issued are subject to a four month and one day hold from the date of issuance and are subject to the approval of the CSE.

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

Christopher Reynolds
Chief Executive Officer
(778) 819-3792

Item 9. Date of Report

April 25, 2024