

Form 51-102F3

Material Change Report

Item 1 Name and Address of Company

RT Minerals Corp.
1278-885 West Georgia Street
PO Box 10103 Pacific Centre
Vancouver, BC V6C 3E7

Item 2 Date of Material Change

May 6, 2010

Item 3 News Release

A news release dated May 6, 2010 was disseminated via approved media and was posted to SEDAR.

Item 4 Summary of Material Change

RT Minerals Corp. announced an option agreement and future first right of financing relating to the Adventure Gold Inc. Meunier-144 Timmins West gold property, Ontario, contiguous to the western boundary of the Lake Shore Gold Corp. Timmins Mine property.

Item 5 Full Description of Material Change

RT Minerals Corp. (CNSX: "RTM" / the "Company") announced an option agreement and future first right of financing relating to the Adventure Gold Inc. (TSXV: "AGE") Meunier-144 Timmins West gold property, Ontario, contiguous to the western boundary of Lake Shore Gold Corp.'s (TSX: "LSG") Timmins Mine property and approximately 800m north west, at surface, from the LSG Rusk Zone where LSG has reported drill intersections up to 12.75 g/t Au over 83.40m.

RTM may acquire up to 50% of the AGE's Meunier-144 Timmins Property (the "AGE Property") and LSG may acquire up to 10% of the AGE Property pursuant to the following transactions.

The completion of a 2,000,000 unit private placement unit offering in AGE, as to RTM subscribing for 1,000,000 units at \$0.20 pr unit, and LSG subscribing for 1,000,000 units at \$0.20 per unit of AGE. Each unit consists of one share at \$0.20 and a half warrant attached to each share. Each full warrant entitles RTM to acquire a further share of AGE at \$0.27 per share for a two year term.

In addition, RTM will pay AGE \$300,000 cash, issue 2,500,000 shares of RTM and incur \$1,500,000 in firm exploration costs on the AGE Property within 18 months of signing the option agreement, whereupon RTM will have earned a 25% interest in the AGE Property. In order for RTM to earn up to a 50% interest in the AGE Property, RTM will incur a further \$1,500,000 in optional exploration expenditures and issue a further 250,000 shares of RTM within the next 42 months. As consideration of the RTM firm commitments, AGE will grant RTM 500,000 compensation warrants of AGE. Each AGE warrant owned by RTM will be exercisable into one share of AGE at \$0.20 per share for a one year term.

LSG will have a first right to all future production financing, debt or equity financing by RTM or AGE regarding the AGE Property for such time that the above option agreement is in good standing or RTM or LSG own an interest in the AGE Property.

For such time that the option agreement is in good standing and for a period of up to 10 years, LSG may earn a 10% interest in the AGE Property by LSG carrying out a Preliminary Assessment on any NI 43-101 resources identified by RTM or AGE on the Property and by reimbursing RTM and/or AGE for any costs associated with the initial NI 43-101 report. LSG has agreed to employ its best efforts to integrate any compatible ore discovered on the AGE Property into LSG milling facilities in the Timmins camp, at LSG's custom milling costs and fees. Such custom milling not to adversely interfere with 100% owned LSG ore processing.

A finder's fee of 10% is payable on the above option agreement transaction between RTM and AGE.

RTM also announced a private placement of 1,750,000 units at \$0.20 per unit for proceeds of \$350,000, each unit consisting of one share at \$0.20 and a half share purchase warrant attached to each share. One whole warrant entitles the holder to acquire one further share of RTM at \$0.25 for a one year term. In addition, RTM announced a flow through private placement of up to 4,000,000 shares at \$0.20 per share for flow through proceeds of \$800,000. Finder's fees of 8% cash 8% in compensation warrants are payable in regards to the above two private placements.

The above noted option agreement, private placements and all finder's fees are subject to regulatory filings and acceptance as well as subject to RTM closing the above private placements. After completion of the above private placements LSG will own 19.9% of RTM's issued and outstanding shares.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Donald (Dan) M. Clark, President / CEO
RT Minerals Corp.
Telephone: 604 681-3170

Item 9 Date of Report

May 12, 2010