

GOLDTRAIN RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the “**Meeting**”) of shareholders of **GOLDTRAIN RESOURCES INC.** (the “**Corporation**”) will be convened on Monday, June 25, 2012, at 10:00 a.m. (Toronto time) at Suite 1801, 180 Dundas Street West, Toronto, Ontario M5G 1Z8 for the following purposes:

1. to receive and consider the comparative financial statements of the Corporation for the years ended December 31, 2011 and 2010, together with the auditors’ report thereon;
2. to consider and, if deemed advisable, to pass, with or without variation, a resolution to re-appoint Palmer Reed, Chartered Accountants, as auditors of the Corporation and to authorize the directors to fix the auditors’ remuneration and terms of engagement;
3. to consider and, if deemed advisable, to pass, with or without variation, a resolution to elect as directors for the forthcoming year the nominees proposed by the management of the Corporation in the accompanying management information circular dated as of May 25, 2012 (the “**Management Information Circular**”);
4. to consider and, if deemed advisable, to pass, with or without variation, a resolution to approve an amendment to the Corporation’s stock option plan to increase the number of common shares of the Corporation issuable thereunder to 4,942,261; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice, which is supplemental to and expressly made a part of this Notice. Shareholders of record as of the close of business on May 25, 2012 (the record date) will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

DATED at the City of Toronto, in the Province of Ontario, as of the 25th day of May, 2012.

By Order of the Board of Directors
of **GOLDTRAIN RESOURCES INC.**

“Carl McGill”

Chief Executive Officer

SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING ARE REQUESTED TO COMPLETE, DATE AND SIGN THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY AND RETURN IT TO THE CORPORATION OR ITS TRANSFER AGENT, COMPUTERSHARE TRUST COMPANY OF CANADA, SUCH THAT IT IS RECEIVED AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS IN THE PROVINCE OF ONTARIO) PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF, IN DEFAULT OF WHICH IT MAY BE TREATED AS INVALID, ALTHOUGH THE CHAIRMAN OF THE MEETING HAS THE DISCRETION TO ACCEPT PROXIES FILED LESS THAN 48 HOURS PRIOR TO THE COMMENCEMENT OF THE MEETING, OR ANY ADJOURNMENT THEREOF. IN ORDER TO BE REPRESENTED BY PROXY, SHAREHOLDERS MUST COMPLETE AND SUBMIT THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY.