

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 June 26, 2013, at 9:30 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, 2012 and 2011, 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 21, 2013 (the “**Management Information Circular**”);
4. to confirm, with or without variation, By-Law No. 2, (the “**Advance Notice By-Law**”) being a by-law of the Corporation providing for an advance notice requirement for the nomination of directors by shareholders in certain circumstances;
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the subdivision of the common shares of the Corporation at such ratio as the directors may determine but not greater than a three-for-one basis, at such time as the directors may determine;
6. (a) to consider and, if deemed advisable, pass a special resolution, with or without variation (the “**Capital Reorganization Resolution**”), authorizing the Corporation to:
  - (i) convert each issued and outstanding common share of the Corporation (each, a “**Common Share**” and collectively, the “**Common Shares**”) into one share of a newly-created class of share to be designated as “Subordinate Voting Shares” (the “**Conversion**”), such Conversion to become effective concurrently with, and being subject to, the creation of the Subordinate Voting Shares; and
  - (ii) amend its articles (the “**Articles**”) to (A) create a new class of shares to be designated as “Multiple Voting Shares” and a new class of shares to be designated as “Subordinate Voting Shares”; and (B) immediately upon the Conversion becoming effective, remove the authorized Common Shares, none of which will be issued and outstanding and to repeal the provisions regarding the rights and restrictions attaching to the Common Shares set out in the Articles; and
- (b) to consider and, if deemed advisable, pass an ordinary resolution, with or without variation, to amend the Stock Option Plan, in the event that the Capital Reorganization is completed, to provide that the maximum number of Subordinate Voting Shares which may be reserved and set aside for issuance under the Stock Option Plan, as amended, shall not exceed 10% of the aggregate number of Subordinate Voting Shares outstanding calculated on the basis that all Multiple Voting Shares outstanding have been converted to Subordinate Voting Shares; and
7. 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 27, 2013, 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 21<sup>st</sup> day of May, 2013.

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

“*Carl McGill*”

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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.