

## BY-LAW NO. 2

### ADVANCE NOTICE OF NOMINATIONS OF DIRECTORS

**BE IT ENACTED** and it is hereby enacted as a by-law of **GOLDTRAIN RESOURCES INC.** (hereinafter called the “**Corporation**”) as follows:

1. Subject only to the *Canada Business Corporations Act* (the “**Act**”) and the articles of the Corporation, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board may be made:

- (a) by or at the direction of the Board of Directors of the Corporation (the “**Board**”), including pursuant to a notice of meeting, management information circular or otherwise; or
- (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the Act, or
- (c) by any person (a “**Nominating Shareholder**”) who, (i) at the close of business on the date of the giving of the notice provided for below in this Section 1 and on the record date for notice of such meeting, is a registered or beneficial holder of one or more shares carrying the right to vote at such meeting and (ii) who complies with the notice procedures set forth below in this By-law:
  - (A) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Chairman of the Board at the registered office of the Corporation (a “**Notice**”) in accordance with this By-law.
  - (B) To be timely, a Nominating Shareholder’s Notice to the Chairman of the Board must be given:
    - (I) in the case of an annual meeting of shareholders of the Corporation, not fewer than 30 nor more than 65 days prior to the date of the annual meeting of shareholders of the Corporation, unless such meeting is called for a date that is fewer than 50 days after the date on which the first public filing or public announcement of the date of such meeting was made, in which case Notice must be given not later than the close of business on the 10<sup>th</sup> day following the date of such public filing or public announcement; and
    - (II) in the case of a special meeting of shareholders of the Corporation (which is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15<sup>th</sup> day following the day on which the first public filing or public announcement of the date on which Notice of such meeting was made.

Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this sub-paragraph (B). In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder’s Notice as described above.

- (C) To be in proper written form a Nominating Shareholder’s Notice to the Chairman of the Board must set forth:
  - (I) as to each individual whom the Nominating Shareholder proposes to nominate for election as a director (i) the name, age, business address and residence address of the individual, (ii) the principal occupation or employment of the individual, (iii) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the individual as of the record date of the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such Notice, and (iv) any other information relating to the individual that would be required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the

Act and Applicable Securities Laws (as hereinafter defined); and

- (II) as to the Nominating Shareholder, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has or will have a right to vote any shares of the Corporation and any information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.

The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

2. No individual shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this By-law; provided, however, that nothing in this By-law shall be deemed to preclude discussion by a shareholder (as distinct from nominating directors) at a meeting of shareholders of any matter in respect of which such shareholder would have been entitled to submit a proposal pursuant to the provisions of the Act. The Chairman of the Meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be out of order or otherwise disregarded.

3. For purposes of this By-law, (i) "**public announcement**" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System for Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com) ("**SEDAR**"); and (ii) "**Applicable Securities Laws**" means the *Securities Act* (Ontario) and the equivalent legislation in the other provinces and territories of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each of the provinces and territories of Canada.

4. Notwithstanding any other provisions of this By-law or any other by-law of the Corporation, Notice given to the Chairman of the Board pursuant to Section 1 may only be given by personal delivery, facsimile transmission or by email (at such facsimile number or email address as stipulated from time to time by the Corporation under its profile on SEDAR), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (at the number as aforesaid; provided that receipt of confirmation of such transmission has been received) to the Chairman of the Board at the registered office of the Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (local time at the registered office of the Corporation) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next subsequent day that is a business day. For the purposes hereof, a "**business day**" is any day other than a Saturday, Sunday or statutory holiday in the province of Ontario.

**PASSED AND ENACTED** as of the 21<sup>st</sup> day of May, 2013.

**WITNESS** the corporate seal of the Corporation.

Signed: "*Brian Wright*"

Signed: "*Carl McGill*"

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**PRESIDENT**

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**CHIEF EXECUTIVE OFFICER**