

**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 Tuesday, June 28, 2011, at 10:00 a.m. (Toronto time) at #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, 2010 and 2009, 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 electing as directors for the forthcoming year the nominees proposed by the management of the Corporation in the accompanying Management Information Circular;
4. to consider and, if deemed advisable, to pass, with or without variation, a resolution to approve an amendment to the stock option plan to increase the number of shares reserved for issuance thereunder to 3,209,594; 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 27, 2011 (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 30<sup>th</sup> day of May, 2011.

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

*"Brian Wright"*

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President and 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.**