

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 August 21, 2018, at 11:00 a.m. (Toronto time) at Suite 2200, 199 Bay Street, Toronto, Ontario M5L 1G4 for the following purposes:

1. to receive and consider the comparative financial statements of the Corporation for the years ended December 31, 2017 and 2016, together with the auditors’ report thereon;
2. to consider and, if deemed advisable, to pass, with or without variation, a resolution to (i) re-appoint Palmer Reed, Chartered Accountants, as auditors of the Corporation until the earlier of the Effective Date or the next annual meeting of shareholders and (ii) appoint UHY McGovern Hurley LLP, as auditors of the Corporation as at and from the Effective Date and, in each case, to authorize the directors to fix the auditors’ remuneration and the terms of their engagement;
3. to consider and, if deemed advisable, to pass, with or without variation, a resolution to set the number of directors authorized to be elected to four (4) directors;
4. to consider and, if deemed advisable, to pass, with or without variation, subject to the provisions of the corporate statute governing the Corporation at the applicable time, a special resolution authorizing an amendment to the Articles of the Corporation delegating the authority to the Board of Directors to set the number of directors from time to time between the minimum and maximum number of directors set out in the Articles of the Corporation;
5. to elect the directors;
6. to consider and, if thought advisable, to pass, with or without variation, a resolution of the majority of disinterested shareholders of the Corporation to approve the Debt Conversion;
7. to consider and, if deemed advisable, to pass, with or without variation, a special resolution pursuant to Section 173(1)(h) of the *Canada Business Corporations Act* (“**CBCA**”) authorizing an amendment to the Articles of the Corporation to effect a consolidation of the issued and outstanding common shares of the Corporation on the basis of one (1) post-consolidation common share for three (3) pre-consolidation common shares;
8. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to amend the Articles of the Corporation to change the name of the Corporation to “Idaho Champion Gold Mines Canada Inc.” or such other name as may be determined by Idaho Champion with the consent of the directors of the Corporation;
9. to consider and, if thought advisable, to pass, with or without variation, a resolution to approve the Amalgamation and the issuance of the Exchange Shares;
10. to consider and, if thought advisable, to pass, with or without variation, a resolution to amend and approve the Corporation’s Stock Option Plan;
11. to consider and, if thought advisable, to pass, with or without variation, a resolution of the majority of disinterested shareholders of the Corporation to approve the Compensation Warrants;
12. to consider and, if thought advisable, to pass, with or without variation, a special resolution pursuant to Section 188 of the CBCA authorizing a continuance of the Corporation into the jurisdiction of the Province of Ontario at any time following the Amalgamation; and
13. 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 July 17, 2018, 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 18th day of July, 2018.

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

“Frank C. Smeenk”
Director

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.