

**EARLY WARNING REPORT**  
PURSUANT TO NATIONAL INSTRUMENT 62-103

**1. Security and Reporting Issuer**

This report pertains to common shares (“**Shares**”) in the capital of:  
**Rain City Resources Inc.** (the “**Issuer**”)  
of Suite 200 - 551 Howe Street, Vancouver, BC V6C 2C2.

**2. Identity of the Acquiror and Joint Actors**

Volatus Capital Corp.  
1100 – 595 Howe Street  
Vancouver, BC V6C 2T5

The Acquiror beneficially owns and controls 3,000,000 Shares and 3,000,000 Share purchase warrants (“**Warrants**”) in the capital of the Issuer. There are no joint actors to the Acquiror.

**3. Interest in Securities of the Reporting Issuer**

The Acquiror holds beneficial ownership and control over 3,000,000 Shares (representing 15.07% of the issued and outstanding Shares of the Issuer). The Acquiror also holds 3,000,000 Warrants. Should the Acquiror exercise all of its Warrants, it would hold an aggregate of 6,000,000 Shares, representing 26.19% of the then issued and outstanding Shares of the Issuer.

No securities lending arrangement was involved in the Acquiror’s holding of Shares.

The Acquiror has no ownership of any securities of the Issuer over which control is held by persons or companies other than the Acquiror.

The Acquiror does not have exclusive or shared control of any securities of the Issuer which it does not own.

The Acquiror does not have any interest in, or right or obligation associated with, a “related financial instrument” (as defined in NI 55-104, and includes an instrument, agreement, or understanding that affects, directly or indirectly, a person’s economic interest in a security) regarding the Shares owned by them.

The Acquiror is not a party to any agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the Acquiror’s economic exposure to the securities held by them in the capital of the Issuer.

**4. Consideration Paid**

The Acquiror recently acquired 3,000,000 Shares and Warrants, as units, under a private placement undertaken by the Issuer, at \$0.05 per unit.

**5. Purpose of the Transaction**

The Acquiror acquired the Shares and Warrants for investment purposes.

The Acquiror may acquire additional securities of the Issuer, or may dispose of any of the securities held by it.

The Acquiror presently has no future plans or intentions to:

- (a) sell or transfer material assets to the Issuer;
- (b) undertake a corporate transaction, such as a merger, or business reorganization involving the Issuer;
- (c) or cause the Issuer to sell or dispose of any of its material assets;
- (d) change the board of directors or management of the Issuer;
- (e) effect a material change in the present capitalization of the Issuer;
- (f) effect a material change in the Issuer's business or corporate structure;
- (g) effect a material change in the dividend policy of the Issuer;
- (h) effect a change in the Issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the Issuer by any person or company;
- (i) cause any class of securities of the Issuer to be delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (j) cause the Issuer to cease to be a reporting issuer in any jurisdiction of Canada;
- (k) solicit proxies from securityholders; or
- (l) any action similar to any of those enumerated above.

**6. Agreements, Arrangements, Commitments or Understandings with Respect to Securities of the Reporting Issuer**

Not applicable.

**7. Change in Material Fact**

Not applicable.

**8. Exemption**

The Acquiror is not relying on any exemption from requirements in securities legislation applicable to formal bids in connection with the transactions outlined above.

**9. Certification**

The Acquiror hereby certifies that the statements made in this report are true and complete in every respect.

DATED the 30<sup>th</sup> day of June, 2020.

**VOLATUS CAPITAL CORP.**

*“Michael Collins”*

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Michael Collins, CEO