

**RAIN CITY RESOURCES INC.**

**DIRECTORS RESOLUTION**

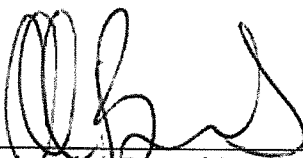
**RESOLUTIONS** consented to in writing by all of the directors of RAIN CITY RESOURCES INC. (the "Company") as of the February 26, 2021.

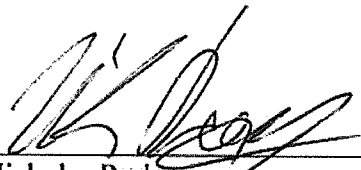
**WHEREAS:**

- A. the directors have reviewed the said condensed interim consolidated financial statements and Management Discussion and Analysis and wish to approve same;
- B. any two directors are authorized and directed to sign the consolidated statements of financial position forming a part of the condensed interim consolidated financial statements on behalf of the directors to evidence the approval of the directors;
- C. any one director or senior officer is authorized and directed to perform all such acts, deed and execute, under the seal of RAIN CITY RESOURCES INC. all such documentation and other writings as may be required to effect the intent of this resolution.

**NOW THEREFORE BE IT RESOLVED THAT:**

- 1. The unaudited condensed interim consolidated financial statements and Management Discussion and Analysis of the Company for the period ended December 31, 2020 be approved and such approval be evidenced by the signatures of any two directors on the balance sheet.
- 2. These resolutions may be signed by the directors by facsimile and in as many counterparts as may be necessary, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date as set forth above.

  
\_\_\_\_\_  
Christopher Reynolds

  
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Nicholas Rodway

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Geoff Hultin

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