

## Early Warning Press Release Regarding Investment in Rain City Resources Inc.

**May 10, 2021 - Vancouver, British Columbia** – 1300214 B.C. Ltd. (the “Acquiror”) acquired 10,000,000 units (each a “Unit”) of Rain City Resources Inc. (the “Reporting Issuer”) on May 7, 2021. The Acquiror did not previously hold any securities of the Resulting Issuer. The Acquiror now controls 10,000,000 common shares, or 29.63% of the issued and outstanding common shares of the Company, prompting the filing of an early warning report on behalf of the Acquiror. Assuming exercise of the warrants held the Acquiror is the beneficial holder of 20,000,000 common shares of the Reporting Issuer holding approximately 45.72% of the Reporting Issuer’s Common Shares.

The common shares and warrants were acquired under a subscription agreement dated May 7, 2021 (the “Subscription Agreement”) for the purchase on a private placement basis of up to 10,000,000 Units of the Reporting Issuer at a price of \$0.05 CAD for total cost of CAD \$500,000. Each Unit consists of one common share (each a “Common Share”) and one Warrant exercisable at \$0.075 for a period expiring 5 years after close (each a “Warrant”).

Although the Acquiror was not the only private placee of Units of the Reporting Issuer the Acquiror is not acting jointly or in concert with any other person. Emma Fairhurst is a control person of the Acquiror. 1185313 B.C. Ltd., a company beneficially held by Ms. Fairhurst also acquired 2,700,000 Units under the same offering. Both parties would together control 12,700,000 Common shares or 37.64% (on a partially diluted basis, 25,400,000 common shares representing approximately 54.70%) of the issued and outstanding common shares of the company, assuming exercise of all warrants held. The Acquiror acquired the Common Shares and Warrants solely for investment purposes and does not intend to act in concert with any other party.

The Acquiror has no plans to change any material aspect of the Corporation in particular no plans for any of the following:

- (a) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (b) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (c) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (d) a material change in the present capitalization or dividend policy of the reporting issuer;
- (e) a material change in the reporting issuer’s business or corporate structure;
- (f) a change in the reporting issuer’s charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (g) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (h) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (i) a solicitation of proxies from securityholders;
- (j) an action similar to any of those enumerated above.

A copy of the Acquiror's early warning report may be may be obtained on the Issuer's SEDAR profile [www.sedar.com](http://www.sedar.com).

1300214 B.C. Ltd:

Emma Fairhurst

**For further information, please contact Beaty Limited:**

Emma Fairhurst

[emma@quaestus.vc](mailto:emma@quaestus.vc)