

Form 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Units (“**Units**”) with each consisting 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**”) of Rain City Resources Inc. pursuant to a non-brokered unit private placement of the Reporting Issuer.

Rain City Resources Inc. (“**Reporting Issuer**”)
200 - 551 Howe Street
Vancouver, BC V6C 2C2

Rain City Resources Inc. is a reporting issuer, in the reporting jurisdictions of British Columbia, Alberta and Ontario. The Common Shares of the Reporting Issuer are listed on the Canadian Securities Exchange and trade under the trading symbol “RAIN”.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

This report is filed in respect of securities purchased by the Acquiror pursuant to a \$0.05 per Unit, non-brokered private placement of the Reporting Issuer (the “**Private Placement Transaction**”).

2.1 State the name and address of the acquiror.

1300214 B.C. Ltd. (the “**Acquiror**”)
151-1350 Burrard St, Vancouver, BC V6Z 0C2

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

May 6, 2021

The Acquiror entered into a private placement subscription agreement with the reporting Issuer (the “**Subscription Agreement**”) for the purchase of 10,000,000 Units at a price of \$0.05 per share for total proceeds of \$500,000. Each Unit consists of one Common Share and one Warrant exercisable at \$0.075 for a period expiring 5 years after close.

The Acquiror did not previously hold any Common Share of the Reporting Issuer. Upon completion of the Private Placement Transaction, the Acquiror will control 29.63% of the issued and outstanding shares of the Reporting Issuer, triggering the

filing of this report, and 45.72% of the issued and outstanding on a partially diluted basis, assuming exercise of the 10,000,000 Warrants under the Private Placement Transaction.

2.3 State the names of any joint actors.

Emma Fairhurst is a control person of person of the Acquiror. 1185313 B.C. Ltd., a company beneficially owned by Emma Fairhurst also purchased 2,700,000 Units in the Private Placement Transaction. Both parties do not intend to act in concert.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.

The Acquiror now owns or has control or direction over 10,000,000 common shares which is 29.63% of the 33,739,001 issued common shares, triggering the requirement to file this report.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

See Section 2.2.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not Applicable

3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

The Acquiror now owns or has control or direction over 10,000,000 common shares which is 29.63% of the 33,739,001 issued common shares, triggering the requirement to file this report. The Acquiror did not own any Common Shares of the Reporting Issuer prior to the completion of the Private Placement Transaction.

3.5 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,**
- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

The Acquiror now owns or has control or direction over 10,000,000 common shares or 29.63% (on a partially diluted basis, 20,000,000 common shares representing approximately 45.72%) of the issued and outstanding common shares of the company, assuming exercise of all warrants held.

If considered with 1185313 B.C. Ltd., a company beneficially held by Emma Fairhurst, 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.

Neither the Acquiror nor 1185313 B.C. Ltd. intend to act in concert and have acquired the Units of the Resulting Issuer for investment purposes.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

See 3.5 above.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not Applicable

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not Applicable

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

See 3.8 above.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The Acquiror, purchased 10,000,000 Units as part of a non-brokered unit private placement in the share capital of the Reporting Issuer, at a price of \$0.05 per share, for aggregate consideration of \$500,000.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

\$500,000.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not Applicable

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

The Acquiror acquired the shares for investment purposes.

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**

None

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

None

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

None

- (d) 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;**

None

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**

None

- (f) a material change in the reporting issuer's business or corporate structure;

None

- (g) 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;

None

- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

None

- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

None

- (j) a solicitation of proxies from securityholders;

None

- (k) an action similar to any of those enumerated above.

None

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

None.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not Applicable

Item 8 – Exemption

Not applicable.

Item 9 – Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

May 10, 2021

1300214 B.C. Ltd.

“Emma Fairhurst”

Director