

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.

Common shares (“Common Shares”) of Rain City Resources Inc. (the “Issuer”) of #151-1350 Burrard Street, Vancouver, BC V6Z 0C2

- 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.

Not applicable.

Item 2 – Identity of the Acquiror

- 2.1 State the name and address of the acquiror.

1185313 B.C. Ltd. (“Acquiror”) of #151-1350 Burrard Street, 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.

On November 14, 2022, the Acquiror acquired 691,000 Common Shares at a price of \$0.02 in the open market for total investment of \$13,820.

- 2.3 State the names of any joint actors.

1300214 B.C. Ltd., Aeternum Assets

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.

On November 14, 2022, the Acquiror acquired 691,000 Common Shares of the Issuer. This transaction represents 2.6% in the Acquiror’s security holding percentage in the issued and outstanding of the Issuer.

- 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.

The Acquiror acquired the securities that triggered the requirement to file this report.

- 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.

Prior to the transaction, the Acquiror owned and controlled 666,666 Common Shares and 900,000 warrants of the Issuer representing 2.56% of the then issued and outstanding Common Shares of the Issuer based on a total of 26,031,863 Common Shares as of November 14, 2022; or 1,566,666 Common Shares of the Issuer representing 5.82% of the outstanding shares assuming exercise of the 900,000 warrants held by the Acquiror.

Subsequent to the transaction, the Acquiror owned and controlled 1,357,666 Common Shares of the Issuer representing 5.22% of the then issued and outstanding Common Shares of the Issuer based on a total of 26,031,863 Common Shares as of November 14, 2022; or 2,257,666 Common Shares of the Issuer representing 8.38% of the outstanding shares assuming exercise of the 900,000 warrants held by the Acquiror.

- 3.5 State the designation and number or principal amount of securities and the acquiror's security holding 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,

Prior to the transaction, the Acquiror together with 1300214 B.C. Ltd. and Aeternum Assets owned and controlled 14,999,999 Common Shares and 4,233,333 warrants of the Issuer representing 57.62% of the then issued and outstanding Common Shares of the Issuer based on a total of 26,031,863 Common Shares as of November 14, 2022; or 19,233,332 Common Shares of the Issuer representing 63.55% of the outstanding shares assuming exercise of the 4,233,333 warrants held by the Acquiror.

Subsequent to the transaction, the Acquiror together with 1300214 B.C. Ltd. and Aeternum Assets owned and controlled 15,690,999 Common Shares of the Issuer representing 60.28% of the then issued and outstanding Common Shares of the Issuer based on a total of 26,031,863 Common Shares as of November 14, 2022; or 19,924,332 Common Shares of the Issuer representing 65.83% of the outstanding shares assuming exercise of the 4,233,333 warrants held by the Acquiror.

- (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

Not applicable.

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

Not applicable.

- 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 security holdings.

Not applicable.

- 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.

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.

Not applicable.

Item 4 – Consideration Paid

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

691,000 Common Shares at a price of \$0.02 per Common Share for total investment of \$13,820.

- 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.

Not applicable.

- 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:

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

The Acquiror has acquired the Common Shares for investment purposes and in accordance with applicable securities laws. The Acquiror may, from time to time, acquire additional Common Shares and/or other equity, debt or other securities or instruments (collectively, “Securities”) of the Issuer in the open market or otherwise, and reserves the right, subject to applicable securities law, to dispose of any or all of its Securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the Securities, the whole depending on market conditions, the business and prospects of the Issuer and other relevant factors.

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

Not applicable.

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

Not applicable.

- (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;

Not applicable.

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
Not applicable.
- (f) a material change in the reporting issuer's business or corporate structure;
Not applicable.
- (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;
Not applicable.
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
Not applicable.
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
Not applicable.
- (j) a solicitation of proxies from securityholders;
Not applicable.
- (k) an action similar to any of those enumerated above.
Not applicable.

Except as otherwise disclosed herein, the Acquiror currently has no plans or proposal which would relate to or would result in any of the matters described in Items 5(a)-(k) above; however, as part of the ongoing evaluation of this investment and investment alternatives, the Acquiror may consider such matters and, subject to applicable law, may formulate a plan with respect to such matters and, from time to time, may hold discussions with or make formal proposals to management or the Board of the Issuer, other shareholders of the Issuer or other third parties regarding such matters.

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.

Not applicable.

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

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the 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.

Dated this 16th day of November, 2022.

1185313 B.C. Ltd.

“Emma Fairhurst”

Emma Fairhurst, President