

**FORM 45-102F1**

**Notice of Intention to Distribute Securities under Section 2.8 of**

**NI 45-102 *Resale of Securities***

**Reporting issuer**

1. Name of reporting issuer:

**Rain City Resources Inc. (the “Issuer”)**

**Selling security holder**

2. Your name:

**Emma Fairhurst**

3. The offices or positions you hold in the reporting issuer:

**Not applicable**

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer?

**No**

5. Number and class of securities of the reporting issuer you beneficially own:

**An aggregate of 15,690,999 common shares (“Common Shares”) of the Issuer are held directly and indirectly by Ms. Fairhurst. 1,357,666 Common Shares are held indirectly by Ms. Fairhurst, through 1185313 B.C. Ltd., a company beneficially owned and controlled by Ms. Fairhurst, 13,333,333 Common Shares are held indirectly by Ms. Fairhurst, through 1300214 B.C. Ltd., a company controlled by Ms. Fairhurst, and 1,000,000 Common Shares are held indirectly by Ms. Fairhurst, through Aeternum Asset Advisors Inc., a company controlled by Ms. Fairhurst.**

**In addition, an aggregate of 4,233,333 Common Share purchase warrants (“Warrants”) of the Issuer are held indirectly by Ms. Fairhurst. 3,333,333 Warrants are held indirectly by Ms. Fairhurst, through 1300214 B.C. Ltd., a company controlled by Ms. Fairhurst and 900,000 Warrants are held indirectly by Ms. Fairhurst, through 1185313 B.C. Ltd., a company beneficially owned and controlled by Ms. Fairhurst.**

**Distribution**

6. Number and class of securities you propose to sell:

**Up to 2,000,000 Common Shares.**

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name.

**The shares will be sold through the public market on the Canadian Securities Exchange.**

**Warning**

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

**Certificate**

I certify that

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date: February 23, 2023

Emma Fairhurst

Your name (Selling security holder)

*“Emma Fairhurst” (signed)*

Your signature (or if a company, the signature of your authorized signatory)

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Name of your authorized signatory