

# RAIN CITY RESOURCES INC.

---

142 – 757 West Hastings Street, Vancouver, BC V6C 1A1  
Tel : 778-819-3792, E-mail : [info@raincityresources.com](mailto:info@raincityresources.com)  
[www.raincityresources.com](http://www.raincityresources.com)

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting of the shareholders (the “Meeting”) of Rain City Resources Inc. (the “Company”) will be held at Suite #704-595 Howe Street, Vancouver, British Columbia on Tuesday, September 10, 2024, at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive and consider the audited annual financial statements of the Company for the fiscal year ended September 30, 2023, together with the auditors’ report thereon;
2. to fix the number of directors at 6;
3. to elect directors of the Company for the ensuing year;
4. to appoint D&H Group LLP as auditor of the Company for the ensuing year, and to authorize the board of directors to fix the remuneration to be paid to the auditor;
5. to ratify and approve the Company’s Stock Option Plan for continuation until the next annual meeting of shareholders as more particularly described in the accompanying management information circular (the “Information Circular”); and
6. to transact any other business which may properly come before the Meeting or any adjournment or postponement thereof.

### **THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON.**

In order to be valid and acted upon at the Meeting, proxies must be received no later than 10:00 a.m. (Vancouver time), on Friday, September 6, 2024, or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time for holding the Meeting or any postponement(s) or adjournment(s) thereof. Failure to so deposit a form of proxy will result in its invalidation. Notwithstanding the foregoing, the chair of the Meeting has the discretion to accept proxies received after such deadline.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The financial statements for the year ended September 30, 2023, the report of the auditor and the related management discussion and analysis will be made available at the Meeting and are available on [www.sedarplus.ca](http://www.sedarplus.ca).

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered shareholder.

Shareholders who wish to attend the Meeting in person must call the Company at 778-819-3792 at least 48 hours prior to the date of the Meeting for further instructions on in-person attendance procedures.

DATED at Vancouver, British Columbia, this 9<sup>th</sup> day of August, 2024.

**BY ORDER OF THE BOARD**

*“Benjamin Hill”*

Chief Executive Officer and Director

*These security-holder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.*