



RAIN CITY RESOURCES INC.

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NEWS RELEASE

RAIN CITY COMPLETES FIRST CLOSING OF PRIVATE PLACEMENT

Vancouver, B.C. – August 22, 2024 - Rain City Resources Inc. (CSE: RAIN) (the “Company” or “Rain”) is pleased to announce that, further to its news release of June 13, 2024 wherein the Company announced plans to raise up to \$1.875 million by way of issuance of 25 million common shares, it has closed the first tranche of its non-brokered private placement and has raised \$1,361,952.15 through the issuance of 18,159,362 common shares at a price of \$0.075 per share. All shares issued are subject to a four month hold period expiring December 23, 2024. The Company intends to complete the second \$0.075 tranche shortly.

Proceeds from this financing will be used to fund the first field test of the Company’s ACCELi Direct Lithium Extraction (DLE) technology. The pilot plant will be located in the Smackover formation of Texas and results are anticipated in Q4 2024.

The Company also issued 41,250 common shares and 41,250 two (2) year broker warrants exercisable at \$0.15 per share as a finder’s fee in regard to the first tranche.

Insiders participated in the Offering for \$318,750. The issuance of shares to insiders is considered a "related party transaction" within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61- 101"). The Company is relying on exemptions from the formal valuation requirements of MI 61-101 pursuant to section 5.5(a) and the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a) in respect of such insider participation as the fair market value of the transaction, insofar as it involves interested parties, does not exceed 25% of the Company's market capitalization.

The securities referred to in this news release have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent registration under the U.S. Securities Act and applicable state securities laws, unless an exemption from such registration is available. This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements. “United States” and “U.S. person” have the respective meanings assigned in Regulation S under the U.S Securities Act.

The Company confirms that the date of the Avonlea Option Agreement was amended to 31 August 2024 to accommodate the close of this placement.

Benjamin Hill, Rain’s CEO, states, “The closing of the first tranche of the financing is an exciting step in the advancement of the option agreement with Avonlea and its groundbreaking Direct Lithium Extract technology, ACCELi. These funds will see us conduct field tests in the Smackover formation of Texas, where we will look to verify the results of the highly successful bench tests on the same brine, conducted by Avonlea. These results, along with the current and successful use of the core technology in the oilfield, formed a part of our due diligence process.”

About:

Rain City is a vertically integrated renewable energy technology company focussed on developing the technologies that serve the world's growing energy storage needs. The primary focus is lithium production sourced from brines using proprietary Direct Lithium Extraction (DLE) processes. Rain has agreed to acquire a 100% interest in an innovative and patented DLE technology (ACCELi).

FOR FURTHER INFORMATION CONTACT:

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