



RAINY MOUNTAIN ROYALTY CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of Rainy Mountain Royalty Corp. (the “**Company**”) will be held in person at Boardroom, Suite 1723, 595 Burrard Street (Bentall 3), Vancouver, British Columbia on Monday, December 11, 2023 at 9:00 a.m. (PST).

DATE, TIME AND LOCATION OF MEETING

Date: December 11, 2023

Time: 9:00 a.m. (Pacific Standard Time)

Location: Boardroom, Suite 1723, 595 Burrard Street (Bentall 3), Vancouver, BC

At the Meeting, Shareholders will be asked to:

- 1. fix the number of directors of the Company at three;**
- 2. elect directors for the ensuing year;**
3. appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
4. confirm the Company’s stock option plan, as required annually by the policies of the TSX Venture Exchange; and
5. transact such other business as may properly be put before the Meeting.

At the Meeting, Shareholders will also receive and consider the audited financial statements of the Company for the financial year ended April 30, 2023, together with the auditors’ report thereon.

The Information Circular and the appendices thereto are deemed to form part of this Notice of Meeting.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Meeting materials can also be viewed online under the Company’s profile at www.sedarplus.ca and also at www.rmroyalty.com

****Shareholders are reminded to review the information circular prior to voting****

VOTING

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote by fax, mail or online before December 7, 2023, at 9:00 a.m. Pacific Standard Time. Please see the proxy form for information needed to vote by fax, mail or online.

Registered holders of Common Shares who wish to ensure their securities will be voted at the Meeting are requested to date, complete and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in this Information Circular. To be effective, proxies must be received before 9:00 a.m. (PST) on December 7, 2023, or if the Meeting is adjourned or postponed, at least 48 business hours (where “business hours” means hours on days other than a Saturday, Sunday or any other holiday in British Columbia or Ontario) before the time on the date to which the Meeting is adjourned or postponed.

Shareholders who do not hold Common Shares in their own name must follow the instructions set out in the voting instruction form or the form of proxy provided to the beneficial shareholder by its intermediary, and in the Information Circular to ensure their Common Shares will be voted at the Meeting. If Common Shares are held in a brokerage account, then in almost all cases those securities will not be registered in the shareholder’s name on the records of the Company.

To be effective, the enclosed proxy form must be returned to the Company’s transfer agent, TSX Trust Company (“Equity”):

- (a) by **mail** using the enclosed return envelope;
- (b) by **internet** as described on the enclosed proxy; or
- (c) by **registered mail**, by **hand** or by **courier delivery** to TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, ON M5H 4H1.

All instructions are listed on the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 9:00 a.m. (PST) on December 7, 2023, or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia or Ontario) before the beginning of any adjournment to the Meeting.

If you are a non-registered beneficial shareholder, a voting information form (also known as a “VIF”), instead of a form of proxy, may be enclosed. You must follow the instructions provided by your intermediary in order to vote your shares.

DATED at Vancouver, British Columbia, on October 27, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

“Sean Charland”

Sean Charland
Chief Executive Officer and Director