

GAINEY CAPITAL CORP.
Suite 501 – 595 Howe Street
Vancouver, British Columbia V6C 2T5
Tel: 604-685-4655 Fax: 604-685-4675

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of its shareholders of Gainey Capital Corp. (the "**Company**") will be held at Suite 1000 – 595 Howe Street, Vancouver, British Columbia, on **Friday, December 7, 2018** at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended March 31, 2018 together with the auditors' report thereon;
2. to fix the number of directors at 3 for the ensuing year;
3. to elect directors for the ensuing year as described in the Information Circular accompanying this Notice;
4. to appoint Davidson & Company LLP, Chartered Accountants, as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. to consider and, if deemed appropriate, approve by ordinary resolution the Company's 10% rolling stock option plan, as more particularly set out in the Information Circular accompanying this Notice; and
6. to transact such further or other business as may properly come before the meeting and any adjournments thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

If you are unable to attend the meeting in person, please return the enclosed form of proxy within the time and in accordance with the instructions set out in the form of proxy accompanying this notice.

DATED at Vancouver, British Columbia, this 5th day of November, 2018.

BY ORDER OF THE BOARD

"David Coburn"
David Coburn
Director, President and Chief Executive Officer