

**GAINEY CAPITAL CORP.**  
#312 – 125 West 18<sup>th</sup> Street  
North Vancouver, British Columbia V7M 1W5  
Tel: 604-987-8386

**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 **Wednesday, December 11, 2019** 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, 2019 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 5<sup>th</sup> day of November, 2019.

**BY ORDER OF THE BOARD**

*"David Coburn"*

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David Coburn  
Director, President and Chief Executive Officer