

## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Railtown Capital Corp. (the “**Company**”) will be held at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, Canada on the 28<sup>th</sup> day of June, 2023, at 9:00 a.m. (Vancouver time) for the following purposes:

- (a) to receive the audited financial statements of the Company for the financial year ended November 30, 2022 and the report of the auditor thereon;
- (b) to re-appoint MNP LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the board of directors to fix the remuneration of the auditor;
- (c) to set the number of directors of the Company for the ensuing year at four (4);
- (d) to elect directors of the Company to hold office for the ensuing year; and
- (e) to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution of approving certain amendments to the Company’s stock option plan, as more particularly described in the Company’s information circular (the “**Circular**”), dated May 17, 2023, for the Meeting.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Circular, which accompanies this notice of the Meeting.

**A Shareholder who is unable to attend the Meeting in person and who wishes to ensure that such Shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.**

**We strongly encourage Shareholders to vote their common shares prior to the Meeting by proxy, prior to the proxy cut-off at 9:00 a.m. (Vancouver time) on June 26, 2023, as voting will not be available via telephone on the day of the Meeting.**

As set out in the notes, the enclosed proxy is solicited by management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

**DATED** this 17<sup>th</sup> day of May, 2023

By order of the Board of Directors

**RAILTOWN CAPITAL CORP.**

*/s/ “Cameron White”*

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**Cameron White**  
**Director, CEO, President and Corporate Secretary**