

## **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 (the "**Shareholders**") of common shares (the "**Shares**") of Railtown Capital Corp. (the "**Company**") will be held at 666 Burrard Street, Suite 2500, Vancouver, BC V6C 2X8 on November 12, 2025, 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, 2024 and the report of the auditor thereon;
- (b) to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to set the number of directors of the Company for the ensuing year at five;
- (c) to elect Chris Taylor, Claudia Tornquist, Adam Schatzker, Jeff Sundar and Cameron White as the directors of the Company effective as of the date of the Meeting;
- (d) to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to increase the number of directors of the Company to seven, conditional upon and effective as of the completion of the proposed business combination (the "**Proposed Transaction**") between the Company and Tiernan Gold Corp., as more fully described in the management information circular in respect of the Meeting (the "**Circular**");
- (e) to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to appoint each of Fausto Di Trapani, Greg McCunn, Eduardo Noriega, Nicolas Hochschild and Jill Gardiner as directors of the Company effective as of the closing of the Proposed Transaction and conditional upon the resignation of each of Adam Schatzker, Jeff Sundar and Cameron White as directors of the Company;
- (f) 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;
- (g) to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution to re-approve the Company's stock option plan (the "**Current Option Plan**"), as more particularly described in the Circular;
- (h) to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution authorizing the implementation of an omnibus equity incentive plan (the "**New Omnibus Plan**") to take effect and replace the Current Option Plan immediately following and conditional upon the completion of the Proposed Transaction, as more particularly described in the Circular; and
- (i) to transact such other matters as shall properly come before the Meeting, or as may be required by the TSX Venture Exchange in order to give effect to the Proposed Transaction.

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 (this "**Notice**").

**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 (the "Proxy") and deliver it in accordance with the instructions set out in the Proxy and in the Circular.**

A Proxy will not be valid unless it is duly completed, signed and deposited with the Company's registrar and transfer agent, Odyssey Trust Company by hand, courier or mail at the United Kingdom Building, Suite 350, 409 Granville Street, Vancouver, British Columbia, V6C 1T2, or by fax within North America at 1 800 517 4553 or via email to [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com), prior to the close of business (Vancouver time) on the last business day prior to the date of the Meeting or any adjournment thereof. A Proxy must be signed by the Shareholder or by his or her attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer. A Shareholder may also vote by online voting at <https://vote.odysseytrust.com> using the control number printed on the Proxy prior to the close of business (Vancouver time) on the last business day prior to the date of the Meeting or any adjournment thereof.

On September 25, 2025 the Canadian Union of Postal Workers commenced a nationwide strike which resulted in the complete suspension of mail delivery by Canada Post (the "**Postal Suspension**"). On October 14, 2025 the Canadian Union of Postal Workers halted its nationwide strike in favour of a series of rotating strikes and on October 15, 2025 Canada Post recommenced accepting commercial volumes for mailing. As of the date of this Notice, delivery of mail in Canada remains severely disrupted and the Company does not have any indication as to when such disruption may cease or if a nationwide Postal Suspension will resume. As a result, postal delivery is expected to be delayed.

The Company has relied on CSA Coordinated Blanket Order 51-932 (the "**Order**") for an exemption from the requirements to send proxy-related materials (the "**Meeting Materials**") for the Meeting. The Company confirms that it has satisfied all of the conditions to rely on the Order. The Order requires the Company to comply with its delivery obligations under securities law with respect to the Meeting Materials no later than the seventh day after Canada Post resumed accepting commercial volumes following the end of the Postal Suspension. Pursuant to such obligations the Company has mailed the Meeting Materials but due to delays in postal delivery there can be no assurance that the Meeting Materials will be received by shareholders prior to the Meeting.

The Meeting Materials are accessible under the Company's profile on the System for Electronic Data Analysis and Retrieval+ ("**SEDAR+**") at [www.sedarplus.ca](http://www.sedarplus.ca). Shareholders are encouraged to access the Meeting Materials directly through SEDAR+, or they may contact Cameron White, Corporate Secretary, at +1 (604) 765-2601, or by email at [railtowncapital@gmail.com](mailto:railtowncapital@gmail.com) to request electronic copies of the Meeting Materials.

For Shareholders who do not receive physical delivery of the Proxy or a voting instruction form by mail due to the Postal Suspension, the Proxy is also available under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). **Due to potential delays in mail delivery and the possibility of further labour action, Shareholders are advised not to rely on postal delivery of completed Proxies in Canada and to instead utilize the alternate delivery processes of hand delivery, courier, fax, email or online proxy delivery processes described above and in the Circular.**

**We strongly encourage Shareholders to vote their Shares prior to the Meeting by proxy, prior to the proxy cut-off at 5:00 p.m. (Vancouver time) on November 10, 2025, as voting will not be available via telephone on the day of the Meeting.**

As set out in the notes thereto, the 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 16<sup>th</sup> day of October, 2025

By order of the Board of Directors

**RAILTOWN CAPITAL CORP.**

/s/ "Christopher Taylor"

Christopher Taylor  
Director, CEO and President