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*RAINMAKER WORLDWIDE INC.*  
*Previously known as Gold and Silver Mining of Nevada, Inc.*  
*(A Nevada Corporation)*

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*CURRENT REPORT*

*As of July 12, 2017*

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## **SHARE EXCHANGE AGREEMENT**

Rainmaker Worldwide, Inc., formerly known as Gold & Silver Mining of Nevada, Inc. (the “Company”) executed a share exchange agreement dated June 28, 2017 (the “Share Exchange Agreement”) amongst Rainmaker Worldwide Inc., a privately held corporation organized under the laws of the Province of Ontario (“Rainmaker”), and Michael O’Connor, Kelly White, MCS Holdings Inc., Goen Inc., P.A. Oosterling BV, JIO Holding BV, Dutch Rainmaker BV, Wind En Water Technologie Holding BV, Icos DRM 1 C.V, and Icos Cleantech Early Stage Fund II BV (collectively, the “Majority RWI Shareholders”), and the shareholders of Rainmaker other than the Majority RWI Shareholders represented by Michael O’Conner as agent-in-fact.

On June 28, 2017, our Board of Directors approved the execution and consummation of the transaction underlying the Share Exchange Agreement. The Board of Directors and the shareholders holding a majority of the total issued and outstanding shares of common stock of Rainmaker authorized and approved the Share Exchange Agreement.

In accordance with the terms and provisions of the Share Exchange Agreement, which was consummated July 12, 2017, the Company issued an aggregate 66,547,697 post-reverse stock split shares of its restricted common stock to the Rainmaker shareholders in exchange for 8,992,932 shares of Rainmaker, which constituted the total issued and outstanding shares of common stock of Rainmaker thus making Rainmaker the Company’s wholly-owned subsidiary. And, new executive officers and new members of the Board of Directors were appointed effective July 12, 2017.

## **Business Operations of Rainmaker**

Rainmaker is headquartered in Peterborough, Canada, and actively engaged in the commercialization of its patented water technology solutions. It employs both a product sales and water-as-a-service strategy for domestic and international markets. Rainmaker’s patented water technology provides economical drinking water wherever it’s needed and at scale. Rainmaker builds two types of energy efficient, fresh water producing technologies to participate in this market opportunity (i) air-to-water, which harvests fresh water from humidity in the atmosphere; and (ii) water-to-water, which transforms non-potable (waste, salty, polluted, grey or brackish) water into drinking water.

## **APPOINTMENTS OF OFFICERS AND DIRECTORS**

Effective June 16, 2017, the Board of Directors accepted the resignation of N. Fred Anderson as the previous President/Chief Executive Officer, Secretary, Treasurer/Chief Financial Officer and sole member of the Board of Directors of the Company effective as of June 16, 2017. Simultaneously, the Board of Directors accepted the consent of and appointed Kevin Wright as the President/Chief Executive Officer, Secretary, Treasurer and Chief Financial Officer and as a member of the Board of Directors effective June 16, 2017.

Subsequently, effective July 12, 2017, the sole executive officer and member of the Board of Directors, Kevin Wright, resigned his executive roles as President/Chief Executive Officer, Secretary and Treasurer/Chief Financial Officer, and retained his role as a member of the Board of Directors. Simultaneously, the following individuals were appointed as executive officers and/or members of the Board of Directors: (i) Michael O'Connor as President and Chief Executive Officer, Chairman of the Board and member of the Board of Directors; (ii) Piet Oosterling as Chief Technology Officer and a member of the Board of Directors; (iii) Paul E. Heney as Executive Vice President - MENA and Asia, Secretary and Chief Legal Officer; (iv) Joost Oosterling as Executive Vice President – Europe (v) Kelly White as Vice President – Finance; (vi) Michael Dohaney as Chief Financial Officer and Executive Vice President - Finance; (vii) Nityen Lal as a member of the Board of Directors; and (viii) Jim Bailey as a member of the Board of Directors.

## **Biographies**

### **Michael O'Connor, President/Chief Executive Officer, Chairman of the Board and member of the Board of Directors.**

Mr. Michael O'Connor is our President/Chief Executive Officer, Chairman of the Board and member of the Board of Directors. He has more than 25 years of operational, corporate finance, business development and corporate governance experience. Mr. O'Connor began his career at the Economic Council of Canada before becoming the Director, Centre for Economic and Financial Analysis at Science Applications and International Corporation in Washington, D.C., one of the largest international consulting companies in the U.S. In 1998, Mr. O'Connor joined Orascom Telecom in Egypt as a founding executive, leading all business development and merger and acquisitions activities throughout Africa, the Middle East, Europe and Asia. Between 1998 and 2008 the company grew from 250,000 mobile subscribers in Egypt to more than 125 million subscribers across 10 countries and 100,000 employees. In 2008, Mr. O'Connor returned to Canada as one of the founders of Wind Mobile. Wind Mobile grew to more than 1 million subscribers and 1,000 employees to become a formidable competitor to the incumbent operators. Wind Mobile (now Freedom Mobile) was acquired by Shaw Communications Inc. in March 2016 for \$1.6-billion. Mr. O'Connor has extensive international corporate governance experience for both private- and publicly traded companies as well as not-for-profit organizations.

### **Piet Oosterling, Chief Technology Officer and member of the Board of Directors.**

Mr. Piet Oosterling is our Chief Technology Officer and member of the Board of Directors. He brings a history of innovation, successful startup and international business experience to Rainmaker Worldwide. Mr. Oosterling has focused on market-oriented business development and setting up innovative product market combinations, in many cases through international networks. He holds over 430 patents, across a variety of commercial and industrial applications. Mr. Oosterling will continue to manage the research and development team in the Netherlands, as well as oversee all aspects of manufacturing and installation. Mr. Oosterling is a charismatic leader and experienced in all aspects of corporate management coaching, motivating people and knowledge

transfer. In addition, he has experience with management turnaround processes, mergers and acquisitions and innovation management. Since 1989, Mr. Oosterling has been the managing director of Swillion Business Development BV. This organization designs, develops and launches new businesses including baler/silage packing, milking robot and weather stations. Mr. Oosterling was also chairman of the board for Prolion BV, a high-tech company in the agri-food sector which went public on the Amsterdam Stock Exchange in 1997. He speaks four languages (Dutch, English, German and French) and has a working knowledge of Spanish.

**Paul E. Heney, Executive Vice President - MENA and Asia, Secretary and Chief Legal Officer**

Mr. Paul Heney is our Executive Vice President – MENA and Asia, Secretary and Chief Legal Officer. Mr. Heney is a senior legal and corporate development executive with more than 30 years of experience and success as a corporate lawyer, merchant banker and business development entrepreneur. Mr. Heney has negotiated, structured and executed countless sophisticated international merger and acquisitions, corporate finance and corporate, commercial and intellectual property transactions. He left private practice to become a co-founder and general counsel of Ubequity Capital Partners, a private merchant bank and advisory firm with offices in Toronto, Vancouver, London and Paris. While at Ubequity, in addition to serving as the Chief Legal Officer, he also developed his own strategic interests and led his own transactions, which included, among others, his co-founding of a wireless SAS company and leading it through six acquisitions before it was sold in 2011 to a NASDAQ company. Mr. Heney is an alumnus of the Harvard Business School, Boston, the Schulich School of Business, Toronto, and the faculties of Law and Social Sciences at the University of Ottawa.

**Joost Oosterling, Executive Vice President - Europe**

Mr. Joost Oosterling is our Vice President – Europe. Since 2004, Mr. Oosterling has been managing director and co-owner of the business development group Swillion Business Development. Mr. Oosterling's focus is on the financial management of start-up and turnaround companies. Mr. Oosterling has held various positions in management, supervisory and advisor to the boards across a wide variety of companies, including wind turbine manufacturers, a vegetable juice producer, a metal production company, a manufacturer of waste water treatment plants and a drinking cup manufacturer. Prior to joining Swilion, Mr. Oosterling worked in the financial industry. He started his career with the Amsterdam Stock Exchange, where he was active in product and business development and became manager of the clearing and settlement department of the exchange. Mr. Oosterling then joined Kas Bank NV, where he was a member of the board for the institutional banking division. Mr. Oosterling is a Certified Financial Manager (CFM) and Certified Management Accountant (CMA), Institute for Management Accountants (IMA), USA.

### **Kelly White, Vice President – Finance**

Ms. Kelly White is our Executive Vice President – Finance. She has more than 25 years of experience in finance, administration and human resources. Over the course of her career, Ms. White has worked for a wide range of companies in manufacturing, retail, financial services, telecommunications, media and consumer products to establish and operate their core financial and corporate infrastructure. Ms. White orchestrated many new business start-ups across Canada and managed all of the financial, administration and human resource functions of those businesses. Ms. White is an active community volunteer supporting many local sports and community organizations. Ms. White has a Bachelor of Science degree from Trent University in Mathematics and Economics.

### **Nityen Lal, independent member of the Board of Directors**

Mr. Nityen Lal is an independent member of our Board of Directors. Mr. Lal has been active in venture capital since 2003 and in the technology industry for about 20 years. He has served as an executive and director on the board for several start-ups in California, Israel, India and Europe. At Icos Capital, Mr. Lal is active with various water technologies, including recycling, energy efficiency and processes. In this capacity, Mr. Lal is involved with Rainmaker Worldwide, Biaqua, ReSteel and GreencLOUDS. Prior to launching Icos Capital, Mr. Lal acquired important expertise in the renewable energy sector and structured finance at Deloitte. He executed several transactions related to the securitization and debt structuring of cash-flows for assets similar to those targeted by Icos Capital. At Alpinvest, Mr. Lal invested in Europe and Israel in growth phase technology companies. Several of these investments are now successful companies with blue chip international customer bases and double-digit growth in progress. Mr. Lal has a MBA from Rotterdam School of Management, Erasmus University (the Netherlands), a Master in Information Science from Claremont Graduate University (U.S.), and a Bachelor in Computer Science from Michigan Tech University (U.S.). He is fluent in Dutch, English and Hindi.

### **Michael Dohaney, Chief Financial Officer and Executive Vice President - Finance**

Mr. Michael Dohaney is our Chief Financial Officer and Vice President of Finance. Mr. Dohaney has over 25 years of international financial and executive leadership experience with a track record of professional and academic achievements. His educational accomplishments include two graduate degrees – a Master of Business Administration and a Master of Arts (Economics) and a Bachelor of Science (Math/Economics). Mr. Dohaney is also a Certified Public Accountant / Certified Management Accountant. Mr. Dohaney's work experience encompasses a range of industries, including manufacturers such as GE and Outboard Marine Corp. He has held chief financial officer executive positions with financial services companies, such as Manulife Financial and BMO Financial Group. For the last five years, Mr. Dohaney has been the chief financial officer and chief operating officer of Ghana Capital Partners, which is a private equity firm with head office in Hong Kong. Prior to working in financial services, Mr. Dohaney was a senior manager of international tax with KPMG Canada. Mr. Dohaney's career has allowed him to acquire in-depth knowledge and experience in a variety of areas including taxation, treasury, asset/liability management, international accounting, consolidations

/accounting across multi-currency environments as well as many other business functions. He has exceptional risk management skills and significant expertise in compliance, regulatory reporting and other corporate governance areas.

**Jim Bailey, independent member of the Board of Directors**

Mr. Bailey is an independent member of our Board of Directors. Mr. Bailey is a senior finance executive with international experience, including holding several executive positions such as chief financial officer, chief executive officer and a member of several boards of directors. For the past ten years, Mr. Bailey has run his own consulting company providing strategic financial management services to companies in the telecom, media and technology sectors, working almost exclusively with SMEs and start-ups. Mr. Bailey's consulting services include day-to day executive management as well as mergers and acquisitions, operational and financial restructuring and fund-raising. He works closely with senior management teams, boards and shareholders to bring insights from a financial perspective to optimize company value. Mr. Bailey has led thirty-five plus merger and acquisition deals and been involved in financings with a total value of several billion.

**Kevin Wright, independent member of the Board of Directors**

Mr. Kevin Wright is an independent member of the Board of Directors. Mr. Wright's career is based on advertising and marketing experience as an award-winning director for multi-national marketing and advertising agencies and interactive communications companies. Currently, Mr. Wright is a director of Participator Inc., a private venture-marketing fund ([www.participator.co](http://www.participator.co)), and a director of The Fresh Water Co., a master distributor of Rainmaker. Having worked for businesses in Canada, the U.S. and the United Kingdom, Mr. Wright has been instrumental in formulating successful marketing strategies and business architecture for clients such as Party Poker, Sympatico MSN, IBM, CIBC, L'Oreal, Rogers, Famous Players, and Beck's Beer and Vonage. With twenty years of marketing and advertising experience, Mr. Wright has a keen eye for reading and predicting markets and customer needs. He combines this talent with a visionary entrepreneurial sense and proven success record. Mr. Wright has appeared on TV and lectured at Queen's, Toronto and Western universities on the subjects of marketing and business strategy. Mr. Wright has served on the boards of both public and private companies. He is a graduate of Queens University, a former diver in the Canadian Navy and a member of the Professional Engineers of Ontario.

**ISSUANCE OF SHARES**

In accordance with the terms and provisions of the Share Exchange Agreement, an aggregate 66,547,697 post-reverse stock split shares were issued to the Rainmaker shareholders.

Therefore, the following table sets forth certain information, as of the date of this Current Report, with respect to the beneficial ownership of the outstanding common stock by: (i) any holder of more than five (5%) percent; (ii) each of the Company's executive officers and directors; and (iii) the Company's directors and executive officers as a group. Except

as otherwise indicated, each of the stockholders listed below has sole voting and investment power over the shares beneficially owned. Unless otherwise indicated, each of the stockholders named in the table below has sole voting and investment power with respect to such shares of common stock. Beneficial ownership consists of a direct interest in the shares of common stock, except as otherwise indicated. As of the date of this Current Report, there are 67,952,769 shares of common stock issued and outstanding.

## **Beneficial Equity Ownership Table**

### **Directors and Officers (1) (2): And Addresses**

Michael O'Connor	6,133,572	9.03%
Piet Oosterling (3)	3,515,000	5.17%
Paul Heney (4)	3,984,900	5.86%
Joost Oosterling (5)	3,034,000	4.46%
Kelly White	643,800	0.95%
Nityen Lal	0	0%
Michael Dohaney	0	0%
Jim Bailey	0	0%
Kevin Wright (6)	1,050,505	1.55%
All executive officers and directors As a group (9 persons)	18,361,777	27.02%

### **5% or Greater Beneficial Owners:**

Dutch Rainmaker BV(7) Schipholweg 275 1171 PK Badhoevedorp The Netherlands	24,252,649	35.69%
Icos DRM 1 C V Marconistraat 16 (8) 3029 AK Rotterdam The Netherlands	3,700,007	5.44%
Wind En Water Technologie Holding BV (9) Kruisweg 757 2132 NE Hoofddorp The Netherlands	6,444,527	9.48%



- (1) Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding as of the date of this Current Report.
- (2) Address for all officers and directors is: 15 Galileistraat, Rotterdam 3029, Netherlands.
- (3) Shares are held in the record name of P.A. Oosterling BV of which Mr. Piet Oosterling is the sole officer and director with sole dispositive and voting authority.
- (4) Shares are held in the record name of Goen Inc. of which Mr. Heney is an officer and director with dispositive and voting authority.
- (5) Shares are held in the record name of JIO Holding BV, of which Mr. Joost Oosterling is the sole officer and director with sole dispositive and voting authority.
- (6) Shares are held in the name of JAAM Capital Inc. of which Mr. Wright is the sole officer and director with sole dispositive and voting authority.
- (7) Piet Oosterling is a member of the Board of Directors of Dutch Rainmaker BV but does not have sole dispositive or voting authority. Wind En Water Technologie Holding BV holds a 30.7 % voting interest in Dutch Rainmaker BV. P.A. Oosterling BV holds a 39.8% voting interest in Wind En Water Technologie Holding BV, while JIO Holding BV holds a 5.5% voting interest in Wind En Water Technologie Holding BV. Icos Cleantech Early Stage Fund II holds an 18.7% voting interest in Dutch Rainmaker BV. Dutch Technology Fund I holds a 22.9% voting interest in Dutch Rainmaker BV. Nityen Lal is a member of the Board of Directors of ICOS Capital Management BV which holds voting authority on the shares of Dutch Rainmaker BV held by Dutch Technology Fund I.
- (8) Nityen Lal is a member of the Board of Directors of ICOS Capital Management BV which holds voting authority on the shares held by Icos DRM 1 CV.
- (9) Joost Oosterling is a member of the Board of Directors is Wind En Water Technologie Holding BV but does not have sole dispositive or voting authority. P.A. Oosterling BV holds a 39.8% voting interest in Wind En Water Technologie Holding BV, while JIO Holding BV holds a 5.5% voting interest in Wind En Water Technologie Holding BV.

### **Issuers Certification**

I, Michael O'Connor, certify that:

1. I have reviewed this Current Report of Rainmaker Worldwide, Inc.;

2. Based on my knowledge, this Current Report does not contain any untrue statements of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statement were made, not misleading with respects to the period covered by this disclosure statement.

Date: July 27, 2017

*“Michael O’Connor”*

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Michael O’Connor, President/Chief Executive Officer