



000001

Mr A Sample  
 Designation (if any)  
 Add1  
 Add2  
 add3  
 add4  
 add5  
 add6

Security Class  
 COMMON SHARES  
 Holder Account Number  
 C1234567890 XXX

Fold

**Form of Proxy - Annual and Special Meeting to be held on Friday, December 29, 2023**

**This Proxy is solicited by the Management of the Company.**

**Notes to proxy**

1. This form of proxy ("Instrument of Proxy") must be signed by you, the Registered Shareholder, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and if executed by an attorney, officer, or other duly appointed representative, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.
2. If this Instrument of Proxy is not dated in the space provided, authority is hereby given by you, the Registered Shareholder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the Registered Shareholder, by the Company.
3. **As Registered Shareholders will not be able to vote in person at the Meeting, a Registered Shareholder who wishes to vote on the resolutions, may do the following:** (a) appoint one of the management proxyholders named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). Where no choice is specified by a Registered Shareholder with respect to a resolution set out in the Instrument of Proxy, a management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and for the nominees of management for directors and auditor as identified in this Instrument of Proxy; OR (b) appoint another proxyholder, who need not be a Registered Shareholder of the Company, to vote according to the Registered Shareholder's instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the Meeting in the space provided for an alternate proxyholder. If no choice is specified, the proxyholder has discretionary authority to vote as the proxyholder.
4. The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll of a resolution that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.
5. The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll of a resolution that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.
6. **If a Registered Shareholder has submitted an Instrument of Proxy, the Registered Shareholder may still attend the Meeting via audio conference call. Non-Registered Shareholders** (as such term is defined in the Information Circular) whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found on page 2 of the Information Circular.
7. If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted you should sign and return all proxies and voting instruction forms that you receive. To be represented at the Meeting, this proxy form, or other form of proxy, including legal proxies, restricted proxies, voting information forms (VIFs), which meet the proxy requirements set out in the Articles of the Company must be received at the office of the Transfer Agent of the Company, **Computershare Investor Services, Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, by mail or by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524 no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting.**

**Proxies submitted must be received by 10:00 am (Pacific Time), on Wednesday, December 27, 2023.**

**VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!**



**To Vote Using the Telephone**

- Call the number listed BELOW from a touch tone telephone.  
**1-866-732-VOTE (8683) Toll Free**



**To Vote Using the Internet**

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)
- **Smartphone?**  
 Scan the QR code to vote now.



**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. **Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.**

**CONTROL NUMBER 123456789012345**



### Appointment of Proxyholder

I/We being holder(s) of securities of Baru Gold Corp. (the "Company") hereby appoint: Karen Dyczkowski, CFO of the Company, or failing this person, Terry Filbert, Chairman and a director of the Company (the "Management Nominees")

OR  
Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual and Special Meeting of shareholders of the Company to be held at Suite 1400, 1125 Howe Street, Vancouver, BC on Friday, December 29, 2023 at 4:00 pm (Pacific Time), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

	<b>For</b>	<b>Against</b>
<b>1. Number of Directors</b> To set the number of Directors at three (3).	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
01. Terry Filbert	<input type="checkbox"/>	<input type="checkbox"/>	02. R. Scott Chaykin	<input type="checkbox"/>	<input type="checkbox"/>	03. Dr. Shidan Murphy	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Withhold</b>
<b>3. Appointment of Auditors</b> Appointment of Davidson & Company LLP, Chartered Accountants as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Against</b>
<b>4. Amended and Restated 2023 Rolling 10% Share Option Plan</b> To approve an ordinary resolution of disinterested shareholders for the proposed Amended and Restated 2023 Rolling 10% Share Option Plan (the "Share Option Plan") of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Share Option Plan and the policies of the TSX Venture Exchange.	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Against</b>
<b>5. Amended and Restated Restricted Share Unit Plan</b> To approve an ordinary resolution of disinterested shareholders for the proposed Amended and Restated 2023 Restricted Share Unit Plan (the "Restricted Share Unit Plan") of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Restricted Share Units Plan and the policies of the TSX Venture Exchange.	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Against</b>
<b>6. Shareholder Rights Plan</b> To consider, and if thought fit, approve an ordinary resolution for the ratification and approval of the proposed shareholder rights plan of the Company attached hereto as Schedule "A", the full text of which ordinary resolution is set out in the Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Against</b>
<b>7. Voluntary Delisting from TSXV and Listing on a Canadian Stock Exchange</b> To consider and, if deemed advisable, to pass, with or without variation, by a majority of the minority shareholders, an ordinary resolution, to approve the voluntary delisting of the Company from the TSX Venture Exchange, and listing on a Canadian stock exchange, including but not limited to, the TSX, NEO Exchange or the Canadian Securities Exchange, the full text of which ordinary resolution is set out in the Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Against</b>
<b>8. Other Business</b> To approve such other business as may properly come before the meeting as the proxyholder, in his sole discretion, may see fit.	<input type="checkbox"/>	<input type="checkbox"/>

<b>Signature of Proxyholder</b>	<b>Signature(s)</b>	<b>Date</b>
I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. <b>If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.</b>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<u>MM / DD / YY</u>