

BARU GOLD CORP.

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

NOTICE is hereby given that the Annual and Special General Meeting (the “Meeting”) of BARU GOLD CORP. (the “Company”) will be held on **December 29, 2023 at Suite 1400, 1125 Howe Street, Vancouver, B.C. at the hour of 4:00 p.m. (Vancouver time)** for the following purposes:

1. To receive and consider the Report of the Directors.
2. To receive and consider the audited financial statements of the Company for the fiscal year ended August 31, 2022 together with the auditor's report thereon.
3. To appoint auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors.
4. To fix the number of directors at three (3) and to elect directors to hold office until the next Annual General Meeting.
5. 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.
6. 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 Unit Plan and the policies of the TSX Venture Exchange.
7. 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.
8. 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.
9. To transact such other business as may properly come before the meeting.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. The report of the auditor and the audited financial statements of the Company for the year ended August 31, 2022, with related management discussion and analysis can be found on www.sedarplus.ca.

DATED at Vancouver, British Columbia, November 24, 2023

BY ORDER OF THE BOARD OF DIRECTORS OF BARU GOLD CORP.

Per: “Terrence Filbert”
Terrence Filbert, CEO and Director