

BARU GOLD CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

To: THE BENEFICIAL SHAREHOLDERS OF BARU GOLD CORP.

You are receiving this notification as Baru Gold Corp. (the “**Company**”) is using notice and access provisions under National Instrument 54-101 Communication with Beneficial Owners of securities of a reporting issuer (“**Notice and Access**”) for the delivery to non-registered shareholders of the Company (“**Beneficial Shareholders**”) of its Notice of Meeting and Management Information Circular (the “**Meeting Materials**”) for its Annual General and Special Meeting to be held on **Tuesday, December 31, 2024** (the “**Meeting**”).

The Company has elected to use the Notice and Access for the Meeting in respect of mailings to its Shareholders. Registered shareholders will receive this Notice and Access Notification and a Form of Proxy whereas Beneficial Shareholders will receive this Notice and Access Notification and a Voting Instruction Form.

The notification provides details of the date, time and place of the Meeting including the matters to be voted on, and instructions on how to access the Meeting Materials electronically, or obtain a paper copy of the Meeting Materials.

HOW TO ACCESS THE MEETING MATERIALS

The Meeting Materials can be viewed online under the Company’s SEDAR+ profile at www.sedarplus.ca or on the Company’s website at <https://www.barugold.com>.

You can obtain a paper copy of the Meeting Materials, free of charge, by:

1. calling the Company toll-free at 1-888-796-0704; or
2. sending an email to info@barugold.com by providing your name and mailing address.

NOTICE is hereby given that the Annual General and Special Meeting (the “**Meeting**”) of BARU GOLD CORP. (the “**Company**”) will be held on **Tuesday, December 31, 2024 at Suite 1400, 1125 Howe Street, Vancouver, B.C. at the hour of 10:00 a.m. (Vancouver time)** for the following purposes:

1. To receive and consider the Report of the Directors.
2. FINANCIAL STATEMENTS: To receive and consider the audited financial statements of the Company for the fiscal year ended August 31, 2023 together with the auditor's report thereon.
3. ELECTION OF DIRECTORS: To fix the number of directors at three (3) and to elect directors to hold office until the next Annual General Meeting.
4. APPOINTMENT OF AUDITOR: To appoint auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors.

5. STOCK OPTION PLAN: To approve an ordinary resolution of shareholders on a “majority of the minority” basis excluding the votes of the promoters, directors, officers and other insiders of the Company for approval of the stock option plan (the “**Stock Option Plan**”) of the Company, including the reserving for issuance under the Stock Option Plan at any time of a maximum of 10% of the issued common shares of the Company and to authorize the Directors to make modifications thereto in accordance with the Stock Option Plan and the policies of the TSX Venture Exchange.
6. RESTRICTED SHARE UNIT PLAN: To approve an ordinary resolution of shareholders on a “majority of the minority” basis excluding the votes of the promoters, directors, officers and other insiders of the Company for approval for the restricted share unit plan (the “**Restricted Share Unit Plan**”) of the Company, including the reserving for issuance under the Restricted Share Unit Plan of a maximum of 5% of the issued common shares of the Company 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. SHAREHOLDER RIGHTS PLAN: To consider, and if thought fit, approve an ordinary resolution for the ratification and approval of the proposed shareholder rights plan of the Company pursuant to a shareholder rights agreement between the Company and Computer Trust Company of Canada as rights agent attached hereto as Schedule “A”, the full text of which ordinary resolution is set out in the Information Circular and the Proxy.
8. APPROVAL OF VOLUNTARY DELISTING FROM TSXV AND LISTING ON A CANADIAN STOCK EXCHANGE: 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, CBOE Canada or the Canadian Securities Exchange, the full text of which ordinary resolution is set out in the Information Circular and the Proxy.
9. OTHER BUSINESS: 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, 2023, with related management discussion and analysis can be found on www.sedarplus.ca.

DATED at Vancouver, British Columbia, November 14, 2024

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

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