

BADEN RESOURCES INC.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of shareholders of **Baden Resources Inc.** (the “**Company**”) will be held at **Suite 2500, 666 Burrard Street, Vancouver, B.C. V6C 2X8, on Wednesday, November 23, 2022 at the hour of 10:00 a.m.** (Vancouver Time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended June 30, 2022 and the accompanying reports of the auditors;
2. to set the number of directors of the Company at four (4);
3. conditional on and effective upon the closing of the reverse takeover transaction with NorthStar Gaming Inc. (the “RTO”), as more particularly described in the accompanying management information circular (the “**Circular**”) to set the number of directors of the Company at six (6);
4. to elect two alternative slates of directors, namely (i) a slate consisting of the four (4) incumbent directors of the Company (the “**Incumbent Slate**”), to take office immediately following the Meeting, and (ii) conditional on and effective upon the closing of the RTO, an alternative slate of six (6) directors to replace the Incumbent Slate;
5. to re-appoint DMCL LLP, Chartered Professional Accountants, as the independent auditors of the Company until the 2023 annual general meeting and to authorize the directors to fix their remuneration;
6. conditional on and effective on the closing of the RTO, to appoint KPMG LLP, Chartered Professional Accountants, to serve as the new auditor of the Company and to authorize the directors to fix their remuneration;
7. conditional on the closing of the RTO, to consider and, if thought fit, pass, with or without variation a special resolution to approve an amendment to the Company's authorized share structure to create a new class of non-voting preferred shares as further described in the Circular;
8. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution to approve the Company's Stock Option Plan as further described in the Circular;
9. conditional on and effective on the closing of the RTO, to consider, and if thought fit, to pass, with or without variation, an ordinary resolution to approve a new Omnibus Equity Compensation Plan as further described in the Circular; and
10. to transact such other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company's Board of Directors has fixed **September 26, 2022** as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof (the “**Record Date**”). Each registered shareholder at the close of business on the Record Date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Circular. All Shareholders are reminded to review the Circular before voting.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Odyssey Trust Company, in accordance with the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Shareholders are encouraged to vote your proxy by mail, internet or telephone. You will need the control number contained in the accompanying form of proxy in order to vote. To be valid, your proxy must be received by the Company's transfer agent, Odyssey Trust Company, no later than **10:00 a.m. (Vancouver time) on November 21, 2022**, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any postponement or adjournment thereof is held.

DATED at Vancouver, British Columbia, this 25th day of October, 2022.

By Order of the Board of Directors of
BADEN RESOURCES INC.

"Howard Milne"

President, Chief Executive Officer and Director