

# Ranchero Gold Corp.

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of shareholders of Ranchero Gold Corp. (the “**Corporation**”) will be held at Suite 910 – 800 West Pender Street, Vancouver, BC V6C 2V6 on the 14<sup>th</sup> day of June, 2023 at 10:00 a.m. (Vancouver time), for the following purposes:

1. **TO RECEIVE** the audited consolidated financial statements of the Corporation for the financial years ended December 31, 2021 and December 31, 2022, together with the auditor reports thereon;
2. **TO RE-APPOINT** Smythe LLP, as independent auditor of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix the remuneration of the auditor;
3. **TO DETERMINE** the number of directors of the Corporation at three;
4. **TO ELECT** three directors of the Corporation for the ensuing year;
5. **TO CONSIDER** and, if thought fit, to pass, with or without variation, an ordinary resolution to approve the Corporation’s new equity incentive plan (the “**Equity Incentive Plan**”), as described in the accompanying management information circular of the Corporation (the “**Circular**”); and
6. **TO TRANSACT** such further or other business as may properly come before the Meeting or any reconvened meeting following an adjournment or postponement thereof.

Details of the foregoing matters are contained in the Circular. A copy of the Equity Incentive Plan can be found in Schedule “**A**” and will be available for inspection at the Meeting and in advance of the Meeting during normal business hours upon request to the Corporation at Suite 910 – 800 West Pender Street, Vancouver, BC V6C 2V6.

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.**

The record date for entitlement to notice of the Meeting is May 1, 2023 (the “**Record Date**”). Each shareholder of the Corporation as at the Record Date shall be entitled to vote at the Meeting or any reconvened meeting following an adjournment thereof either in person or by proxy. A shareholder wishing to be represented by proxy at the Meeting or any reconvened meeting following an adjournment thereof must deposit their executed form of proxy with the Corporation’s transfer agent and registrar, TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1 (Attention: Proxy Department), on or before 10:00 a.m. (Vancouver time) on June 12, 2023, or at least 48 hours, excluding Saturdays, Sundays and holidays, before any reconvened Meeting at which the proxy is to be used.

If you are a non-registered shareholder of the Corporation and received this Notice of Annual and Special 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 security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

If you cannot attend the Meeting in person but would like to access the Meeting, you are invited to do so by following the instructions for attending a Zoom videoconference below. **Please note that you will not be able to vote at the Meeting by attending the Zoom call due to issues related to the verification of shareholder identity via videoconference.** Registered shareholders, and proxyholders representing registered shareholders, participating in the Meeting by way of Zoom will be considered present in person at the Meeting for the purposes of determining quorum. In order to access the Meeting through Zoom, please access the following link either through a website browser or by downloading the Zoom application: <https://us02web.zoom.us/j/82395641937?pwd=Z240MWZVcGdZZCtzNWdPR21iSHFnUT09>

DATED at Vancouver, British Columbia, this 1<sup>st</sup> day of May, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Martyn Buttenshaw”*

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**Martyn Buttenshaw**  
**Director**